MARVEL

the AMAZING SPIDER-MAN®

THE COMPLETE BEN REILLY EPIC BOOK 6

the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC

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MARVEL® COMICS

SPIDER-MAN

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SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

JRJR & S.A.

FLASHPOINT!

THE ROOFTOPS OF MANHATTAN.

A PLACE KNOWN TO SOME AS THE THIEVES' HIGHWAY.

FROM HERE YOU CAN TRAVEL IN ANY DIRECTION FOR DOZENS OF BLOCKS.

IT'S HERE THAT WE FIND **PETER PARKER**, FREELANCE PHOTOJOURNALIST FOR THE DAILY BUGLE.

A NEAR-DEATH EXPERIENCE.

THE SPORADIC RETURN OF MY SPIDER-POWERS.

A BATTLE WITH A FEW DOZEN SENTINELS WHO TOOK OVER THE CITY IN THE NAME OF A MUTANT DEMI-GOD CALLING HIMSELF ONSLAUGHT.

THE DISAPPEARANCE OF EVERY MAJOR LEAGUE SUPER HERO IN THIS TOWN.

LAID OFF FROM MY STAFF JOB AT THE BUGLE -- WITH MY WIFE DUE TO HAVE OUR FIRST CHILD ANYTIME NOW.

YOU GOT TO ***LOVE*** BEING ME!

THE CHOICES I SEE ARE EITHER FIND A NEW PAIR OF TIGHTS, A NEW MONIKER AND PITCH IN TO HELP ***SPIDER-MAN*** WITH THE NEW YORK CITY CRIME SCENE, OR...

... TRY TO EARN ENOUGH MONEY TAKING PICTURES TO KEEP A ROOF OVER THE HEADS OF MY WIFE AND CHILD.

FOR NOW, I'M OPTING FOR THE ROOF.

BEN URICH DOESN'T KNOW IT, BUT HE SENT ME OFF ON THIS JOB.

HE TOLD ME ABOUT THE LITTLE GATHERING I'M ABOUT TO SPY ON. HE HEARD ABOUT IT FROM HIS STREET SNITCHES.

BUT URICH, WISE MAN THAT HE IS, KNOWS WHEN TO BACK OFF.

CAN'T SAY THE SAME ABOUT ME.

STAN LEE Presents:

LEGACY

Brought to you by:
HOWARD MACKIE
JOHN ROMITA JR.
AL WILLIAMSON
Story and Art

RICHARD STARKINGS& COMICRAFT/LA Lettering
KEVIN TINSLEY Colors
RALPH MACCHIO Editor
BOB HARRAS Chief

THE MEETING OF EVERY KNOWN... AND A FEW UNKNOWN... PLAYERS IN THE NEW YORK CITY *UNDERWORLD.*

IF THEY'RE ALL PULLING TOGETHER...

... SPIDER-MAN IS GOING TO NEED ALL THE HELP HE CAN GET.

ESTEEMED COLLEAGUES. BY NOW, I BELIEVE, YOU ALL KNOW ME. FOR THOSE WHO DO NOT... I AM *GENERAL NGUYEN NGOC COY.*

MANY GATHERED IN THIS ROOM HAVE CONDUCTED BUSINESS TRANSACTIONS WITH ME AND MY MODEST ORGANIZATION IN *MADRIPOOR.*

NOW I COME TO OFFER YOU THE BENEFITS OF MY HUMBLE STRENGTHS AS A MILITARY STRATEGIST... AND AS A MAN WHO HAS HAD DEALINGS WITH OUR MUTUAL FOE.

YOU ARE AT WAR, MY FRIENDS. HAVE NO DOUBT ABOUT THAT.

A POWERFUL ENEMY HAS RISEN AMONGST YOU AND THREATENS TO TAKE FROM YOU *EVERYTHING.*

I PROPOSE A UNION OF SORTS TO STAND AGAINST THE GREED OF *FORTUNATO.*

HE IS ONE MAN AND WE ARE MANY. ONCE OUR ENEMY'S *ONE EYE* IS BROUGHT DOWN, THEN WE CAN DIVIDE THE CITY AMONGST OURSELVES WITHOUT NEEDLESS BLOODSHED.

DO WE ALL AGREE?

HAMMERHEAD?

YES... WHY NOT.

TOMBSTONE?

YES.

GAVIN THORPE?

I'M IN FOR NOW.

SILVERMANE?

AGREED.

CAESAR CICERO?

LET'S GET THIS OVER WITH.

ROSE?

YES.

THIS LEAVES ONLY YOU, SLUG. ARE WE UNANIMOUS?

WE ARE.

GOOD.

FORTUNATO DIES TONIGHT.

LATER, AT THE APARTMENT OF BEN REILLY...

FWAM FWAM

C'MON...

...YOU'VE BEEN IN THERE...

... ALL MORNING!

I'VE REALLY *GOT* TO GET IN THERE NOW, JIMMY!

OKAY! *OKAY!* DON'T BUST A GUT, KID.

I'LL FINISH UP IN THE KITCHEN, BUT...

... I WOULDN'T GO IN THERE IF I WAS YOU!

BY THE WAY... WE'RE OUT OF FLOSS.

WHY ME?

LIFE WAS JUST STARTING TO STRAIGHTEN ITSELF OUT AND NOW I'M IN THE MIDDLE OF *"MARRIED TO THE MOB."*

WILL YOU LOOK AT THE SIZE OF THAT *UNDERWEAR?* WHERE *DOES* HE SHOP?

WHAT DID I DO TO DESERVE THIS?

WHAT DO I KNOW ABOUT *JIMMY-6*, OTHER THAN THAT HE'S ON THE RUN FROM THE MOB...

NOW HE'S MY *ROOMMATE?*

... HE SAVED MY LIFE AND THEN I TURNED AROUND, AS SPIDER-MAN, AND SAVED HIS.

FROM THE CONDITION OF THIS BATHROOM... I'D HAVE BEEN BETTER OFF DEAD!

BZZT

DOORBELL.

I GOT IT, JIMMY.

YEAH, WELL, DON'T LET ON THAT I'M HERE.

IF IT'S TROUBLE... *DUCK.*

I'LL TAKE CARE OF IT.

PETER? TO WHAT DO I OWE A SURPRISE VISIT FROM MY *FAVORITE, NON-THREATENING, COUSIN?*

Er... I NEEDED TO TALK TO YOU?

I'VE GOT A LEAD ON SOMETHING.

THE CRIME FAMILIES ARE GETTING READY FOR WAR.

THERE'S A GUY BY THE NAME OF FORTUNATO IN THE MIDDLE OF IT AND HE'S BEEN MARKED FOR AN ALL OUT HIT.

I WAS THINKING MAYBE IT WAS TIME FOR SPI --

Huh?

THIS REALLY ISN'T A GOOD TIME, PETE.

YEAH... SURE, I'LL GET GOING.

NO, KID.

WHY DON'T YOU STAY?

TELL YOUR COUSIN I'D LOVE TO HEAR *ALL* HE KNOWS ABOUT THE HIT ON FORTUNATO, BEN.

TELL HIM TO START TALKIN'... ***NOW!***

MEANWHILE...

FORTUNATO WAITS.

TO HIM TIME MEANS NOTHING.

ALL THAT MATTERS IS FAMILY AND...

... POWER.

HE WILL STOP AT NOTHING TO PROTECT THE ONE...

... AND ATTAIN THE OTHER.

DOES ALL PROCEED AS PLANNED?

WE ARE ON SCHEDULE. THIS CITY WILL BE OURS WITHIN THE WEEK, BUT FIRST...

... I HAVE SOME PERSONAL BUSINESS TO WHICH I MUST ATTEND.

AND...

EXCUSE ME?

FORTUNATO *IS* THE MAN WHO HAS SENT ALL THESE HITTERS AFTER YOU... THE MAN WHO YOU'VE BEEN RUNNING FROM...THE REASON *WHY* YOU'RE *LAYING LOW* IN MY APARTMENT... AND NOW YOU'RE GOING ***TO*** HIM?

WHY ***IS*** THAT?

BECAUSE... IT'S NONE OF YOUR BUSINESS, KID.

I'VE GOT TO DO THIS. IF WHAT YOUR COUSIN SAYS IS TRUE... IF THEY'RE ALL GOING TO TRY AND WHACK THE OLD MAN... THEN I'VE ***GOT*** TO LET HIM KNOW.

WHY?

I'D REALLY HATE TO HAVE TO BUST YOUR FINGERS, KID.

BOTTOM LINE IS I OWE THE OLD MAN.

WHY'D YOU LET HIM LEAVE? THE LEAST YOU COULD HAVE DONE WAS GET A SPIDER-TRACER ON HIM.

EXCUSE ME, COUSIN... DO I TELL YOU HOW TO BE A PHOTO-JOURNALIST? HOW TO BE A HUSBAND? HOW TO... HOW TO... WEAR YOUR HAIR?

YOU'RE MAKING IT ***TOO*** EASY.

I SLIPPED A TRACER ON HIM WHEN I GRABBED HIS ARM. IF ALL THAT YOU HEARD IS GOING TO COME DOWN, I NEED TO GET THIS FORTUNATO NOW!

YOU KNOW... I ***CAN*** DO THIS SPIDER-MAN STUFF. I DID HAVE ***SOME*** EXPERIENCE.

I'D COME WITH YOU, BUT... MARY JANE AND I HAVE AN APPOINTMENT FOR LAMAZE CLASS AND...

GO BE A DADDY, PETER. I'VE GOT IT ALL UNDER CONTROL.

THE SURROUNDINGS ARE LUXURIOUS.

THE SECURITY... STATE-OF-THE-ART.

THE MEN... HEAVILY ARMED KILLERS.

BEHIND IT ALL, FORTUNATO SITS ALONE -- SAVE FOR THE EVER LOYAL ANGEL.

HE WAITS.

THOUGH NOT FOR LONG.

Ah... YOU HAVE RETURNED TO ME.

AS I KNEW YOU WOULD.

YOU MADE IT THROUGH ALL THE SECURITY?

WITHOUT BREAKIN' A SWEAT. *I DID* DESIGN IT, AFTER ALL!

AND NOW WHAT, JIMMY-SIX? *DID* YOU RETURN ONLY TO KILL ME?

WORD HAS IT THAT I'D HAVE TO GET IN LINE FOR THAT PRIVILEGE.

THE TIMES NEVER CHANGE.

BE QUICK ABOUT IT, THEN.

NO... THAT'S ***NOT*** WHY I'M HERE.

I CAME HERE TO LET YOU KNOW THAT THE REST OF THE MOOKS IN THIS CITY ARE MOVIN' AGAINST YOU... TONIGHT.

ANNA AND THE KIDS ARE STILL HERE. I DON'T WANT TO SEE THEM--

THEIR SAFETY IS NO LONGER YOUR CONCERN.

I'M ***MAKING*** IT MY CONCERN.

AT THAT MOMENT, OUTSIDE...

...A TRUCK GOES SPEEDING BY THE ESTATE...

... THE DRIVER UNAWARE OF THE UNINVITED PASSENGER WHO HAS BEEN CLINGING TO HIS ROOFTOP FOR THE PAST HALF MILE.

WITH A THOUGHT, THE COSTUMED STOWAWAY SPRINGS CLEAR OF THE TRUCK...

... AND SAILS ABOVE THE HEADS OF THE MEN WATCHING THE FRONT GATE.

HE LANDS WITHOUT A SOUND...

... AND HE IS IN.

THOSE WHO ARE GUARDING FORTUNATO CANNOT BE BLAMED FOR WHAT IS ABOUT TO HAPPEN.

THEY HAVE BEEN FULLY PREPARED TO LAY DOWN THEIR LIVES AGAINST AN ARMY OF ARMED ASSAILANTS.

... NOT FOR THE **STINGERS** WHICH STEAL THEIR CONSCIOUSNESS EVEN BEFORE THEY HIT THE GROUND.

THEY WERE NOT PREPARED FOR...

... SPIDER-MAN.

WHEN THOSE WHO HAVE FALLEN BEFORE SPIDER-MAN'S STEALTHY PENETRATION OF THE COMPOUND REGAIN CONSCIOUSNESS...

THOOMP THOOMP

... THEY WILL REALIZE THAT THEY WERE THE LUCKY ONES.

INSIDE...

YOU HAVE WASTED YOUR TIME, BOY! ANNA AND THE CHILDREN ARE NOT HERE.

FAMILY MEANS EVERYTHING TO ME! I WOULD NOT PLACE THEM IN HARM'S WAY.

DID YOU NOT THINK THAT I WAS ***AWARE*** OF WHAT IS TO HAPPEN HERE TONIGHT?

WHEN WILL YOU LEARN THAT I KNOW ***ALL?***

REALLY? QUICK... WHY IS THE SKY BLUE?

PUT THE GUN DOWN, BIG BOY! I'M NOT GOING TO LET YOU KILL THE OLD GEEZER, EVEN IF HE ***IS*** A STEREOTYPE OF AN ITALIAN MOBSTER!

KILL HIM?

I DIDN'T COME HERE TO KILL HIM.

AND I AM ***NOT*** ITALIAN!

BUT THIS UNEXPECTED INTRUSION IS OVER...

"...WE HAVE COMPANY, JIMMY."

WILL YOU LOOK AT THIS?

I GET PAID A TON OF MONEY BY THE HOODS TO LEAD THIS LITTLE PARTY AND TAKE OUT THE OLD MAN, BUT...

... I WOULD'VE DONE IT FOR ***FREE*** IF I KNEW ***YOU*** WERE GOING TO BE HERE, SPIDER-MAN.

IT'S GOING TO HAVE TO BE OUR LITTLE SECRET, BECAUSE I'M NOT GIVING ANY REFUNDS.

YOU WON'T TELL... WILL YOU, SPIDEY?

TOMBSTONE?

GOOD...

...BYE.

BUDDA BUDDA BUDDA BUDDA

GET DOWN, OLD MAN!

Huh?

I THOUGHT I WAS HERE TO BE THE HERO AND ***YOU*** WERE HERE TO BE THE BAD GUY!

YOU KNOW... IF YOU'RE GOING TO KEEP PLAYING WITH MY SENSE OF REALITY LIKE THIS...

YOU WAN' TO QUIT FLAPPIN' YOUR GUMS AND MAYBE DO SOME OF THE SUPER HERO GARBAGE, Huh?

Oh, THAT I CAN DO!

BUT... ON ONE CONDITION!

YOU CAN EXPLAIN TO ME WHY, IF YOU DIDN'T COME TO KILL FORTUNATO, EXACTLY WHAT YOU ARE DOING HERE!

NONE OF YOUR BUSINESS!

AND BE CAREFUL YOU DON'T WHACK THE DOG BY MISTAKE...

... THE OLD MAN WOULD HAVE A FIT!

Oh, C'MON, JIMMY!

I'M DYING TO KNOW... MAYBE LITERALLY!

YOU TELL ME WHAT I WANT TO KNOW AND I'LL... I'LL...

... SHOW YOU THE SECRET AVENGERS HAND-SHAKE!

NOT THAT IT WOULD DO YOU ANY GOOD RIGHT NOW!

BUT WHO KNOWS... MAYBE SOMEDAY?

MAN! THEY MUST REALLY WANT HIM DEAD!

IS THIS THE KIND OF THING I'M GOING TO REGRET SOMEWHERE DOWN THE LINE?

IS FORTUNATO GOING TO KEEP COMING BACK TO HAUNT ME FOR THE REST OF MY CAREER AS A FUNLOVIN' CRIME-BUSTER?

MORE THAN LIKELY!

C'MON, THEN... TELL ME WHY YOU SAVED HIS LIFE! I MEAN... HE ***WAS*** TRYING TO HAVE YOU KILLED, RIGHT?

NO, YOU'RE WRONG.

HE WANTED ME ***BACK*** WITH HIM.

HE'S MY FATHER.

YOUR ***WHAT?!***

WHOA!

EXCUSE ME WHILE I ATTEND TO OUR PALE-SKINNED OPPONENT!

BUT HOLD WHATEVER THOUGHT YOU WERE GOING TO MAKE...

... I'D ***LOVE*** TO HEAR THE REST OF THIS LITTLE FAMILY SAGA!

STOW THE WISECRACKS AND STAND STILL, SPIDER-MAN.

I'LL BE DONE WITH YOU IN A MINUTE.

PARDON ME?

UNLESS I'M MISREMEMBERING...

...THE *LAST* TIME WE TANGLED, I *CLEANED* YOUR CLOCK!

LET ME TELL YOU SOMETHING...

AWW -- *SAVE IT!*

KRAK

HEY! WHY'D YOU DO THAT?

I HAD YOU IN A PERFECTLY GOOD BEAR HUG AND WAS ABOUT TO GIVE YOU A CHANCE TO RECONSIDER ALL OF THIS HITTING STUFF, BUT NOW...

... I'M GOING TO HAVE TO POP YOU ONE!

POP AWAY, BOY!

OKAY... I WILL!

FEEL FREE TO FALL DOWN BENEATH MY CRUSHING BLOWS AT ANYTIME!

IT'S ***NOT*** GOING TO HAPPEN.

YOU GETTING OLD? OR MAYBE THOSE WEB FLUID FUMES ARE GETTING TO YOU?

YOU FORGET THAT AFTER I HAD MY POWERS BOOSTED, I WAS ***MORE*** THAN A MATCH FOR YOU?

YEAH... THAT'S RIGHT... ***I FORGOT!***

AND DID ***YOU*** FORGET...

... THAT ***THIS*** HURTS NO MATTER ***HOW*** STRONG YOU ARE?!

ACH!

TOMBSTONE IS ON THE ROPES! I CAN TAKE HIM OUT FROM HERE!

NO.

THIS ATTACK WAS ANTICIPATED. ALL IS GOING AS PLANNED.

NO. COME, BOY. STAND WITH ME.

WHOA!

MAJOR DANGER ALERT!

GOT TO MOVE BEFORE...

... THIS ...

... HAPPENS.

A LITTLE SURPRISE FROM MY ALLIES.

BENEATH EVERY PART OF THE FLOOR, OTHER THAN WHERE WE STAND, A GRID IS SENDING OUT A CONSIDERABLE ELECTRICAL CHARGE.

THE PLAN WAS TO STUN WHATEVER MISCREANTS THE OPPOSITION HAD SENT AGAINST ME.

THOUGH, AT THE TIME, I HAD NOT COUNTED ON EITHER TOMBSTONE'S DURABILITY...

... OR THE APPEARANCE OF SPIDER-MAN.

WE'LL LET THE CHARGE GO FOR A FEW MOMENTS LONGER...

...WHICH SHOULD BE ***MORE*** THAN ENOUGH TO STUN EVERYONE.

NOW THAT OUR ENEMIES' RANKS HAVE BEEN THINNNED...

... WE CAN MAKE SHORT WORK OF THIS WAR OF THEIRS.

I HAVE ONE EYE, BUT THEY ARE ***BLIND*** TO THE POWER OF THOSE WHO STAND BEHIND ME.

CALL A MEETING, JIMMY.

THOSE WHO OPPOSE ME WILL BE GIVEN A CHOICE.

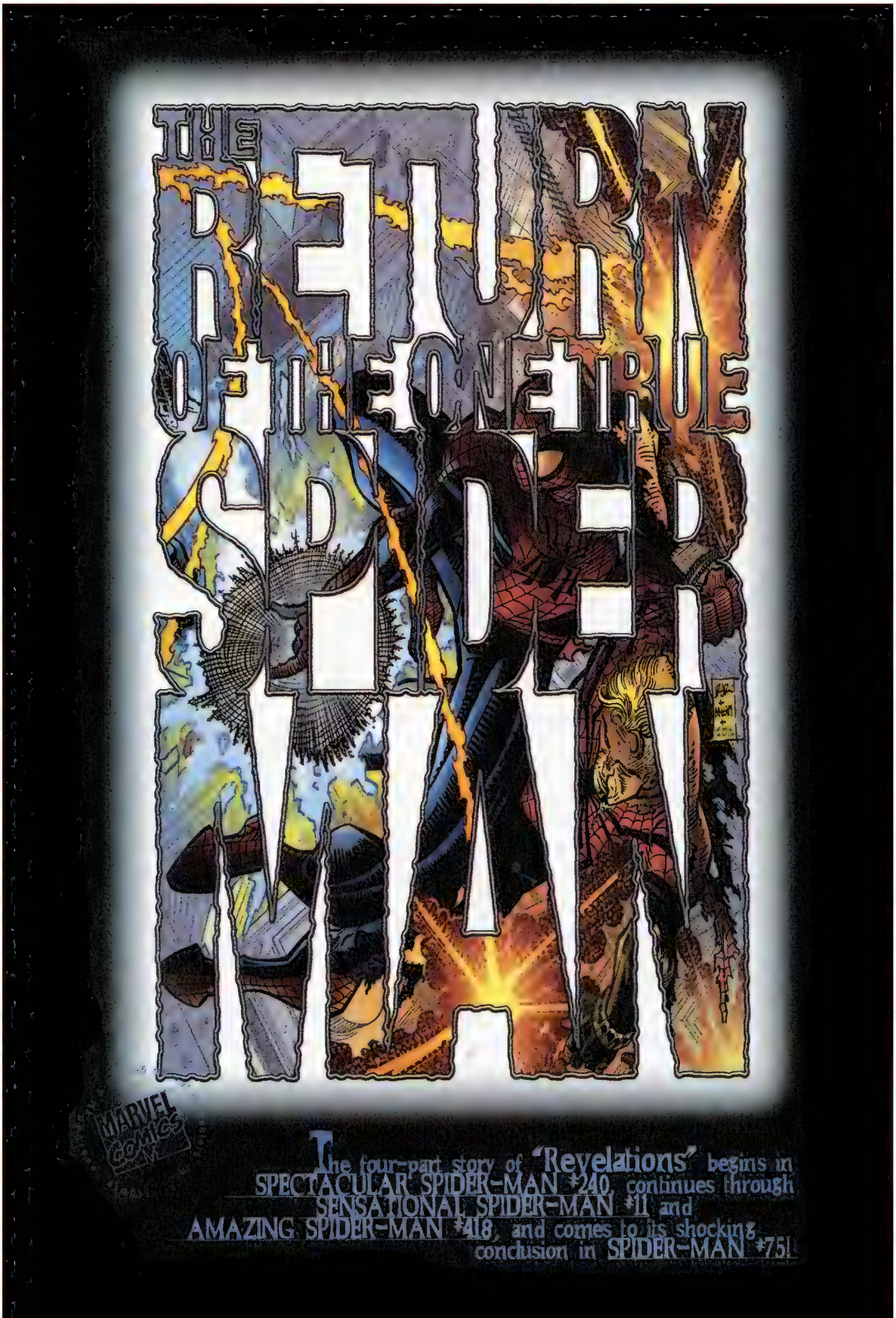
THEY CAN COME TO US IN PEACE, AND AT THE STROKE OF MIDNIGHT WITNESS THE DEATH OF SPIDER-MAN, OR...

... THEY CAN DIE WITH HIM.

YOU HAVE RETURNED IN TIME TO SEE THE DAWNING OF A NEW ERA, MY SON.

TODAY ALL SHALL WITNESS WHAT HAPPENS TO THOSE WHO STAND IN THE WAY OF FORTUNATO AND HIS ALLIES.

HAIL HYDRA!



"THE RETURN OF THE ONE TRUE SPIDER-MAN" HOUSE AD

MARVEL® COMICS

SPIDER-MAN

NOV. '96 74

SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

THREE AGAINST HYDRA!™

JIM & JANSON

NEW YORK CITY.

THE DAILY BUGLE SAYS THAT THE CITY HAS BEEN BROKEN WIDE OPEN, CRIMINALS CRAWLING OUT OF THE WOODWORK, "NOW THAT THE **HEROES** ARE GONE."

SO I GUESS THAT WOULD MAKE ME CHOPPED LIVER?

SURE, I'M NOT CAPTAIN AMERICA OR REED RICHARDS, BUT...

... I DO HAVE MY DAYS.

SOMEONE'S GOING TO HAVE TO HAVE A LITTLE HEART-TO-HEART WITH JAMESON ABOUT THAT KIND OF STUFF.

THE BAD GUYS READ THE PAPERS, TOO.

GIVES THEM ALL KINDS OF IDEAS.

CASE IN POINT...

BKOOM

NOT YOUR STANDARD BANK ROBBER...

... BUT ENOUGH HI-TECH HYDRAULICS AND ORDNANCE TO GET THE JOB DONE.

THAT IS, IF HE HADN'T BEEN MAKING ENOUGH NOISE TO WAKE THE DEAD...

... EXACTLY THE KIND OF THING THAT MY HYPER-SENSES CAN PICK UP A MILE AWAY.

WHICH THEY DID.

TIME TO SHOW THE BUGLE THAT NOT ALL THE HEROES ARE GONE.

NOT BY A LONG SHOT.

DAREDEVIL!

TRY TO SAY IT A LITTLE LOUDER WHEN THE MEDIA FOLK ARRIVE... I'M WORKING ON A PERSONAL PUBLIC RELATIONS CAMPAIGN.

AND *YOU* ARE...?

YOU CAN CALL ME *BOLT.*

AND *THAT* IS *ALL* YOU NEED TO KNOW ABOUT ME!

YOU SHOULD HAVE STAYED OUT OF THIS, DARDEVIL.

BUDDABUDDABUDDA

IT'S NOT YOUR MONEY, OR YOUR BUSINESS.

I'M SORRY.

Huh?

WHERE'D HE GO?

NOT TO WORRY... I'M STILL HERE.

THE ARMOR IS GOOD, BUT YOU DON'T FIGHT LIKE YOU WERE MEANT TO WEAR IT.

AND, AS GOOD AS IT IS...

... IT APPEARS TO HAVE ONE OR TWO CHINKS.

WE'LL CONTINUE THIS CHAT IN A FEW MINUTES...

... *AFTER* YOU REGAIN CONSCIOUSNESS.

A FEW MINUTES LATER.

TIME TO WAKE UP...

... LET'S START WITH YOUR NAME.

L-LAWRENCE... LAWRENCE EVANS.

OKAY, LARRY. I WANT YOU TO RELAX AND TELL ME WHERE YOU GOT THIS ARMOR AND ***WHAT*** YOU WERE THINKING?

HOW DO YOU KNOW IT'S NOT ***MINE?***

LET'S JUST SAY I'M A REAL GOOD JUDGE OF CHARACTER.

I CAN'T TELL YOU ***THAT!*** THEY'LL KILL ME IF THEY KNEW I TOOK IT.

I'VE GOT A WIFE AND KID TO THINK OF. I CAN'T.

TOO BAD. I WAS THINKING OF PUTTING IN A GOOD WORD FOR YOU WITH THE COPS.

WAIT! I CAN GIVE YOU SOMETHING. SOMETHING I HEARD ON THE STREET.

I'M ALL EARS, LARRY.

FORTUNATO, THE NEW BIG MAN IN TOWN. HE'S GOT EVERYONE WHO'S ANYONE IN CRIME COMING TO HIS ESTATE ON STATEN ISLAND.

THEY'VE GOT THE WEB-HEAD... SPIDER-MAN. THEY'RE GOING TO KILL HIM IN FRONT OF EVERYONE TONIGHT.

GOOD JOB, LARRY.

YOU STAY OUT OF TROUBLE NOW.

I'VE GOT A FRIEND WHO'S A LAWYER. HIS NAME'S MURDOCK. I'LL HAVE HIM GIVE YOU A CALL.

NOW ALL I'VE GOT TO DO IS FIND OUT WHERE FORTUNATO'S PLACE IS... MAKE MY WAY TO STATEN ISLAND...

... FIGHT MY WAY THROUGH A BUNCH OF GODFATHER WANNABES... AND SAVE MY OLD BUDDY SPIDER-MAN.

HOW TOUGH COULD IT BE?

STATEN ISLAND.

THEY SAY THE HEROES ARE GONE.

THE CITY... THE ***WORLD...*** IS RIPE FOR THE TAKING.

BUT, TO DO THIS, WE MUST PUT ASIDE PAST DIFFERENCES.

WE MUST NOT FIGHT AMONGST OURSELVES LIKE SO MANY DOGS OVER TABLE SCRAPS.

YOU ALL KNOW ME. I AM *FORTUNATO.*

YOU ALSO KNOW THOSE WHO STAND BEHIND ME.

THEY ARE THE HEADS OF THE MOST POWERFUL CRIMINAL ORGANIZATIONS IN THIS CITY.

I, AND MY *HYDRA* † BRETHREN, HAVE BROUGHT YOU ALL HERE IN THE HOPES OF FORGING A NEW ATMOSPHERE OF PEACE AND PROSPERITY FOR US ALL.

† THE WORLD-WIDE TERRORIST ORGANIZATION WHOSE FINGERS EXTEND EVEN INTO ORGANIZED CRIME -- Disorganized Ralf.

A PEACE FOR WHICH WE ARE *MORE* THAN WILLING TO FIGHT.

BUT I HAVE NOT COME HERE TO MAKE THREATS.

LEST YOU THINK I COME BEFORE YOU WITH EMPTY PROMISES.

I NOW OFFER YOU PROOF OF NOT ONLY MY GOOD INTENT, BUT OF MY STRENGTH AS WELL.

JIMMY-6. THE CURTAIN.

I GIVE TO YOU ONE OF THE LAST OF THE *"HEROES."* ONE WHO HAS BEEN A THORN IN THE SIDE OF OUR BUSINESS OPERATIONS...

... SPIDER-MAN!

TONIGHT, AT MIDNIGHT, WE WILL UNMASK HIM WHO HAS SO PLAGUED YOU, MY FRIENDS, AND THEN. HE SHALL DIE.

AND YOU WILL ALL KNOW THAT FORTUNATO IS A MAN OF HIS WORD

STAN LEE Presents:

Last of the Heroes

Brought to you by:
HOWARD MACKIE & JOHN ROMITA JR.
Story and Art
AL WILLIAMSON Inker
RICHARD STARKINGS & COMICRAFT/LA Letters
KEVIN TINSLEY Colors
RALPH MACCHIO Editor
BOB HARRAS Chief

In Memory of
MARK GRUENWALD
Last of our Heroes

Oh, **THIS** IS NICE!

I CAME HERE TO TRY AND SAVE THE LIFE OF AN OLD MAN WHO I THOUGHT JIMMY-6 WAS GOING TO KILL.

TURNS OUT THE OLD MAN IS THE LATEST IN THE SUPER CRIME LORDS... WHO HAPPENS TO BE JIMMY'S DADDY... **AND** JIMMY CAME HERE TO SAVE THE OLD MAN'S LIFE --

-- **WHICH**, BY THE WAY, DIDN'T NEED SAVING AFTER ALL... THANKS TO FORTUNATO'S HYDRA BUDDIES!

NOW **I'M** ON THE HOT SEAT AND JIMMY-6 ISN'T LIFTING A FINGER TO HELP ME.

LAST ISSUE. – Old Ralf.

AFTER I SAVED HIS LIFE...

... NOT TO MENTION LETTING HIM CRASH AT MY APARTMENT AND USE MY TOOTHPASTE!

BACK IN ISSUE #71 – Ungrateful Ralf.

THANKS, BUDDY! HOPE YOUR DADDY'S PROUD OF YOU.

JIMMY!

DON'T JUST STAND THERE.

WE HAVE WORK TO DO.

OUTSIDE...

Ah, HYDRA'S INVOLVED! HAD A RUN-IN WITH THEM ONCE. CHARMING BUNCH.

LIKE I SAID...

... HOW TOUGH COULD IT BE?

BEFORE WE CONTINUE WITH ***MY*** SIGN OF GOOD FAITH, I REQUIRE A SMALL DEMONSTRATION OF YOUR OWN GOOD LOYALTY TO OUR CAUSE.

HERE WE HAVE ONE OF YOUR OWN RANK... ***TOMBSTONE.***

IT WAS HE WHO LED THE UNFORTUNATE ASSAULT ON MY HOME.

SO I FEEL IT IS ONLY FITTING THAT IT IS ***HE*** WHO SHALL PAY FOR THE INDISCRETION.

THESE OTHERS... THEY ARE NOBODIES...

... CIVILIANS TAKEN FROM THE TERRITORIES CONTROLLED BY THE REST OF YOU.

THEY, TOO, SHALL PAY FOR THE INDISCRETION.

THEIR BLOOD WILL BE ON YOUR HANDS, BUT MORE IMPORTANTLY... IF THERE IS EVEN A HINT OF DISLOYALTY FROM ANY OF YOU... THERE WILL BE MUCH MORE INNOCENT BLOOD SPILLED.

IT WILL FLOW UNTIL YOUR TERRITORIES RUN RED WITH THE BLOOD OF INNOCENTS. HOW LONG COULD THIS GO ON? HOW LONG BEFORE YOU ARE HUNTED DOWN LIKE MONSTERS AND DRIVEN AWAY? THIS IS THE PRICE YOU WILL PAY. DO YOU ALL AGREE?

YOU, CAESAR CICERO?

YEAH.

AND YOU, SILVERMANE...

... GAVIN THORPE...

... GENERAL COY...

... HAMMERHEAD...

... ROSE ...

... SLUG?

FROM YOUR SILENCE I ASSUME YOU ALL AGREE TO MY TERMS.

JIMMY-6, GIVE THEM THE WEAPONS. THEY WILL PERFORM THIS TASK PERSONALLY.

NO! WHAT KIND OF DEVIL IS HE?

I CAN'T LET THIS HAPPEN! I WON'T!

JIMMY, I SAID... GIVE THEM THE WEAPONS.

NO.

THIS KIND OF THING IS TOTALLY UNCALLED FOR. YOU WANT TO KILL TOMBSTONE... FINE. HE'S IN THE LIFE. HE KNEW WHAT HE WAS SIGNING ON FOR.

BUT THE REST... THIS IS THE KIND OF THING YOU GET FROM VAN STRUCKER AND THOSE GREEN PAJAMA-WEARING NAZIS OF HIS. THIS ISN'T *YOU* TALKIN'.

THIS IS WHY I LEFT IN THE FIRST PLACE. I WON'T DO IT.

DO AS YOU ARE TOLD, BOY.

KEEP STALLING HIM, JIMMY! I KNEW THERE WAS MORE TO YOU THAN A BROKEN NOSE.

JUST BUY ME ENOUGH TIME TO BUST OUT OF THIS THING.

KILL HIM, OLD MAN!

A COUPLE... OF SECONDS... LONGER!

I'M NOT GOING TO LET YOU KILL INNOCENT PEOPLE, POP.

YOU AIN'T GOT THE GUTS TO WHACK YOUR OWN SON AND YOU EXPECT US TO FOLLOW YOU?

DON'T DO THIS, POP!

DON'T MAKE ME HURT YOU!

FROM THIS MOMENT FORTH YOU DO NOT HAVE A FATHER. I WILL PROTECT YOU NO LONGER. YOU ARE DEAD TO ME.

SOMEONE... GIVE THEM THE WEAPONS.

STALL THEM, JIMMY! ***STALL THEM!***

I'LL ***KILL*** YOU IF I HAVE TO, POP! I'LL DO IT!

CALL THEM OFF!

I'LL FIGHT YOU! WILL ***KEEP*** FIGHTING YOU! I WON'T LET YOU DO THINGS LIKE THIS!

ALMOST...

... THERE!

STILL WEAK FROM THE SHOCK I TOOK LAST NIGHT. DON'T THINK I HAVE ANYTHING LEFT.

GOT TO TRY! C'MON, SPIDER-STRENGTH!

FRNT

DON'T...

...DO IT!

THEY'VE DONE *NOTHING* TO YOU!

TRYING.

IT COULD BE MARY JANE UNDER ONE OF THOSE BLINDFOLDS...

... OR FLASH...

... OR BETTY...

... OR ANY OF MY FRIENDS!

CAN'T GIVE UP! *NEVER* GIVE UP!

YEARS AGO, A YOUNG MAN WAS BITTEN BY A RADIOACTIVE SPIDER.

THE IRRADIATED VENOM WHICH COURSED THROUGH HIS BODY QUICKLY ALTERED HIS NORMAL METABOLISM.

HE GAINED THE PROPORTIONATE STRENGTH AND ACROBATIC ABILITIES OF A SPIDER AND SOON TOOK ON A COSTUMED IDENTITY.

ZAK

AN EARLY TRAGEDY INVOLVING THE DEATH OF HIS BELOVED UNCLE SET SPIDER-MAN ON A PATH WHICH HE WOULD FOREVER FOLLOW.

ZAK

HE LEARNED THAT WITH GREAT POWER MUST COME GREAT RESPONSIBILITY.

NO MATTER WHAT HAS BEEN THROWN AT HIM... THE DEATH OF LOVED ONES, SUPER-VILLAINS, CLONES... THAT SIMPLE, THOUGH PROFOUND MAXIM, GUIDED HIS LIFE THROUGH THE DARKEST OF TIMES.

TODAY HE KNOWS HE HAS THE **POWER**...

... AND THE **RESPONSIBILITY** TO REACH WITHIN HIMSELF AND DRAW ON HIS DEEPEST RESOURCES...

... TO TAP THE WELLSPRING OF HIS BEING FOR THE STRENGTH TO SUCCEED.

ZAK

HE IS SPIDER-MAN.

AND HE SUCCEEDS!

NO TIME TO WASTE ON WEBBING.

GOT TO USE STINGERS TO DROP THE ONES WITH GUNS.

THEY'LL BE UNCONSCIOUS BEFORE THEY HIT THE GROUND.

AS FOR THE OTHER TWO HUNDRED GOONS WITH GUNS...?

PTOOM PTOOM PTOOM PTOOM

HEY! FIRST THINGS FIRST!

GET THE INNOCENTS OUT OF HARM'S WAY... KEEP MOVING FORWARD... NO TIME TO WORRY ABOUT WHAT'S BEHIND ME!

EXCUSE ME, GENTLEMEN! I WAS WONDERING IF YOU COULD DIRECT ME TO MY OLD PAL, SPIDER-MAN?

WHOOPS! THERE HE IS NOW.

GO BACK ABOUT YOUR BUSINESS. HOPE I DIDN'T INTERRUPT ANYTHING!

EXCUSE ME, WEBHEAD, BUT I DID TRAVEL ALL THE WAY FROM MANHATTAN TO SAVE YOUR TAIL.

THE LEAST YOU COULD DO IS MAYBE LIMP A LITTLE.

TRUST ME, HORNHEAD, THERE'S GOING TO BE PLENTY O'TIME FOR YOU TO PLAY THE HERO.

I'M STILL FEELING A BIT LIGHTHEADED AND...

... THE CROWD SEEMS TO HAVE GOTTEN A WEE BIT EXCITED BY THE RECENT TURN OF EVENTS.

IF YOU WOULD BE SO KIND AS TO TAKE UP THE REAR AND MAKE SURE WE DON'T LEAVE BEHIND ANY STRAGGLERS...

Er... SPIDEY... COMING UP BEHIND US... FAST.

YEAH... I'VE GOT IT.

FOLKS, IF YOU COULD STAND BACK?

IT SEEMS LIKE OUR GUESTS ARE NONE TOO HAPPY ABOUT OUR DECIDING TO LEAVE THE PARTY PREMATURELY.

THWIP

KEEP MOVING -- THIS SHOULDN'T TAKE BUT A MINUTE.

I HOPE.

YEAH. LIKE ***THIS*** IS GOING TO HOLD US FOR LONG!

DOESN'T HE KNOW THAT WE ARE AGENTS OF HYDRA?

THAT WHEN YOU TAKE ONE OF US DOWN, TWO MORE RISE UP TO TAKE OUR PLACE.

THAT WE HAVE BEEN OUTFITTED WITH STATE-OF-THE-ART OFFENSIVE TECHNOLOGY.

HAIL HYDRA!

Er... Uh... GUYS?

SHEESH! THEY TALK A LOT FOR SUPER-VILLAINS! DON'T YOU THINK?

YEAH... I JUST DON'T GET IT.

SO, DOUBLE D, YOU BEEN KEEPING BUSY?

LIKE I'VE GOT A CHOICE? EVER SINCE THAT WHOLE ONSLAUGHT THING THIS CITY HAS BEEN A MESS.

YOU THINK THEY'RE REALLY DEAD... YOU KNOW... THE AVENGERS, THE FF, CAP AND THE REST?

I'D LIKE TO BELIEVE NOT... BUT THE EVIDENCE...

... BUT, MORE IMPORTANTLY, DO YOU THINK YOU AND I CAN HANDLE THINGS IN TOWN UNTIL THEY COME BACK?

YEAH, BUT THIS IS JUST THE BEGINNING, AND THESE FOLKS WERE KIND ENOUGH TO GATHER TOGETHER IN ONE PLACE.

I'M JUST WONDERING WHAT'S GOING TO HAPPEN IF FORTUNATO PULLS EVERYONE TOGETHER AND THEY START ACTING AS A COHERENT FORCE.

WE SEEM TO HAVE THINGS PRETTY UNDER CONTROL SO FAR.

ALL WE CAN DO IS WHAT WE DO BEST.

AND DO IT MORE OFTEN.

THAT TAKES CARE OF ***THAT*** WAVE!

WHAT DO YOU SAY WE TAKE WHATEVER VICTORIES WE CAN GET TODAY AND GO BACK TO HELPING THE HOSTAGES ESCAPE?

LOOKS LIKE THEY'RE HAVING TROUBLE WITH THE GATE.

A PLACE LIKE THIS ***LOCKS*** ITS FRONT DOOR?

WHAT ARE THEY AFRAID SOMEONE'S GOING TO BREAK IN AND STEAL THEIR HAIR GEL?

YEAH... GO FIGURE!

LOOKS LIKE WE'RE GOING TO HAVE TO TAKE A STAND HERE, DAREDEVIL.

HATE TO SAY IT, BUT...

... I THINK THERE ARE JUST TOO DARN MANY OF THEM.

LOOKS LIKE WE MAY BE FACING OUR OWN MINI-ONSLAUGHT HERE.

YOU AND I MAY GO DOWN AS THE LAST OF THE HEROES.

BTOOM BTOOM

HELLO! LOOKS LIKE WE'VE GOT AN AIRBORNE ANGEL LENDING A HELPING HAND...

... IN A *HYDRA GUN-SHIP?*

JIMMY-6?

WHAT? YOU DIDN'T THINK I COULD FLY ONE OF THESE HERE BIRDS?

NO... IT'S JUST THAT --

ARMY AIRBORNE... TWO TOURS OF DUTY.

GET YOUR TAILS IN HERE...

... WE'RE TAKING OFF!

I KNOW THIS HAS GOT TO BE TOUGH... BETRAYING YOUR FATHER AND ALL, BUT --

FWOOSH

KOOM

OKAY... SO I GUESS YOU DON'T HAVE A PROBLEM WITH THIS?

MY FATHER'S GOT TO FALL.

WHAT ABOUT TOMBSTONE? DID YOU SEE WHAT HAPPENED TO HIM?

WE'VE GOT TO HELP HIM.

WHAT ARE YOU, WHACKED? HE'S BEYOND HELP. BESIDES HE... MORE THAN ANYONE... HAS GOT IT COMING.

TAKE IT DOWN.

NOT A CHANCE I'M RISKIN' MY TAIL FOR ***HIM.***

THWAP

I'M NOT GOING TO STAND BY AND WATCH A MAN GET KILLED... NO MATTER WHO HE IS.

SO IF YOU WON'T TAKE ME TO HIM...

... HELLO THERE, BUNKY!

WHAT THE --?

HOLD ON TIGHT, TOMBS... THIS IS BUNGEE JUMPING WITH A TWIST...

OOH, BOY!

FZAK

AND FOR OUR NEXT TRICK...?

FWAP

MUCH OBLIGED, MISTER DEVIL.

PLEASE DON'T MENTION IT, Mr. SPIDER.

I REALLY WASN'T LOOKING FORWARD TO BEING THE SOLE HERO IN TOWN.

MISERY DOES LIKE COMPANY.

SO I'VE HEARD.

BUT I'VE GOT A FEELING...

...THINGS ARE GOING TO GET EASIER FROM HERE ON.

NO... REALLY.

END

MARVEL COMICS

SPIDER-MAN

NOV. '96 417

APPROVED BY THE COMICS CODE AUTHORITY

THE AMAZING SPIDER-MAN®

TRAVELLER™ and SCRIER™

EVERYTHING YOU KNOW IS WRONG!

STAN LEE PRESENTS:
THE AMAZING SPIDER-MAN IN
SECRETS!

TOM DEFALCO Writer
RON GARNEY Penciler
AL WILLIAMSON Inker

In Memory of
MARK GRUENWALD
He Knew ALL the Secrets

A SNARLING WIND NIPS JUDAS TRAVELLER LIKE A FAMISHED WOLF.

TRAPPED WITHIN A MAELSTROM OF MADNESS, HE TRIES TO SCREAM --

-- BUT BARELY MANAGES A CHILLING WHISPER!

B-BEWARE --!

EVEN AS THAT SINGLE WORD ESCAPES HIS LIPS, THE GREAT ABYSS SEIZES TRAVELLER --

RICHARD STARKINGS AND COMICRAFT/LA Lettering
BOB SHAREN Colors GRAPHIC COLORWORKS Enhancement
RALPH MACCHIO Editor BOB HARRAS Chief

-- AND BEGINS TO CONSUME HIM!

WE HAVE BOTH BEEN BETRAYED, SPIDER-MAN!

MANIPULATED AND PLAYED FOR FOOLS!

BEWARE!

HIS DEATH CRY RIPS INTO MY HEART LIKE A FLAMING DAGGER, AND THEN --

TAKE IT EASY, TIGER. EVERYTHING'S OKAY!

IT WAS ONLY A BAD DREAM.

03

Uh... S-SORRY IF I WOKE YOU, MARY JANE.

YOU DIDN'T.

LITTLE MAY IS ALSO HAVING A RESTLESS NIGHT.

I THINK OUR DAUGHTER IS ANXIOUS TO BE BORN.

IT'S ABOUT TIME.

EVEN AS I SNUGGLE WITH MY WIFE AND ATTEMPT TO COMFORT MY CHILD, MY MIND DRIFTS BACK TO TRAVELLER --

-- AND THE *WARNING* HE TRIED TO DELIVER!

SHEEEE

BWAM

GAME'S ALREADY *OVER,* CHAKRA.

YOU SHOULD HAVE KNOWN *BOONE* AND I WOULD TRACK YOU DOWN.

YOU'RE GONNA DIE FOR DARING TO BETRAY THE *HOST!*

IT WAS THE HOST WHO DID THE *BETRAYING,* MEDEA!

YOU AND THE OTHERS TURNED AGAINST *TRAVELLER!*

DON'T PLAY ***DUMB*** WITH US, CHAKRA! TRAVELLER MAY ***CLAIM*** TO BE OUR LEADER --

-- BUT WE ALL KNOW ***WHO*** REALLY CALLS THE SHOTS!

I...I ***CAN'T*** TURN MY BACK ON JUDAS!

I WON'T ALLOW THAT... THAT ***MONSTER***... TO IMPRISON AND TORTURE HIM!

IT ***AIN'T*** LIKE YOU GOT A LOT OF CHOICE, GIRL!

WRONG, MEDEA!

YOU AND BOONE MAY BE THE ***WARRIORS*** OF THE TEAM WE ONCE SHARED, BUT I AM HARDLY ***DEFENSELESS!***

AND I SHALL FIND A WAY TO ***FREE*** TRAVELLER!

BLAST THAT WITCH!

SHE'S GETTING AWAY --!

THAT SHOULDN'T BE A PROBLEM...

... TO SOMEONE WHO CLAIMS HE CAN TRACK ANYONE... ANYWHERE.

MEDEA, YOU CAN KISS MY --

OH!

DIDN'T NOTICE YOU IN THE SHADOWS, NACHT.

YOU SHOULDN'T BE SURPRISED, Mr. BOONE. OUR EMPLOYER REQUIRES DETAILED NOTES ON EVERY OPERATION --

-- AND I FEAR HE WILL BE VERY DISPLEASED WITH YOUR FAILURE TO APPREHEND ***CHAKRA.***

TRAVELLER?

YOU WERE DREAMING ABOUT *JUDAS TRAVELLER?!*

I GUESS THAT'S OKAY FOR A MARRIED GUY, PETE.

ME, I TEND TO FAVOR *JENNY MCCARTHY.*

YOU'RE ABOUT AS FUNNY AS A BUSTED WEB-LINE, Mr. REILLY.

THEY CAN'T ALL BE WINNERS, Mr. PARKER.

I HAVEN'T THOUGHT ABOUT TRAVELLER IN MONTHS.

WHAT IS THE NAME OF THAT WEIRD-O BUNCH HE HANGS WITH?

THE *HOST!*

YEAH! THERE WERE *FIVE* OF THEM... INCLUDING *SCRIER!*

I NEVER DID GET A REAL HANDLE ON TRAVELLER'S POWERS.

HE SEEMED TO BE ABLE TO READ MINDS, CHANGE HIS APPEARANCE, TRAVEL THROUGH TIME AND DESTROY CITY BLOCKS WITH A THOUGHT!

IT WAS LIKE HE COULD DO *ANYTHING!*

IF THAT'S TRUE... *WHY* DID HE NEED A TEAM?!

MAYBE HE WAS LONELY.

FORGET TRAVELLER. HOW ARE THINGS ON THE HOME FRONT?

DID I MENTION ***AUNT ANNA*** IS MOVING IN WITH US TO HELP WITH THE BABY?

SOUNDS COZY.

RIIIIIIGHT!

BY THE WAY, BEN, MARY JANE'S SISTER IS SLATED AS LITTLE MAY'S ***GODMOTHER*** --

-- AND WE'D LIKE ***YOU*** TO BE HER GODFATHER.

M-ME --?!

WHY NOT?

COORDINATION ISN'T A PREREQUISITE.

Y-YOU TIMED THAT ON PURPOSE.

CONSIDER IT PAYBACK FOR THE MARRIED GUY CRACK.

I'M ASSUMING YOU'LL STAND UP FOR LITTLE MAY.

I... I'D BE HONORED!

BEEP BEEP BEEP

SINCE WHEN DO *YOU* CARRY A ***BEEPER?***

SINCE MARY JANE ENTERED HER THIRD TRIMESTER --

-- AND I LOST MY STAFF JOB AND NEED TO BE ACCESSIBLE TO THE ***DAILY BUGLE*** FOR FREELANCE PHOTO ASSIGNMENTS.

THANKS FOR RESPONDING SO QUICKLY, PETE. ***JOHN JAMESON*** HAS BEEN TRYING TO REACH YOU.

HE'S HOPING THAT YOU CAN HELP HIM FIND A WAY TO CONTACT ***SPIDER-MAN***...

THIS IS TOTALLY ***UNACCEPTABLE!***

OUR MUTUAL EMPLOYER WILL BE ***FURIOUS*** WHEN HE LEARNS THAT CHAKRA ESCAPED THE HOST.

CALM YOURSELF, GAUNT.

ACCORDING TO Mr. NACHT, BOONE AND MEDEA ARE STILL ON THE TRAITOR'S TRAIL.

THEY'D BETTER SUCCEED THIS TIME. WE WORK FOR A MAN WHO DOESN'T EVEN CONSIDER ***DEATH*** A VIABLE EXCUSE FOR FAILURE!

HE WANTS TRAVELLER AND CHAKRA NEUTRALIZED BEFORE THEY CAN INTERFERE WITH HIS PLANS FOR ***SPIDER-MAN.***

IT SHALL BE AS HE DESIRES, GAUNT. NOW, IF YOU WILL EXCUSE ME, I AM DUE AT A MEETING WITH THE ***ROSE...***

ADDITIONAL AID HAS ALREADY BEEN ENLISTED TO PURSUE ***CHAKRA.***

AND, AS FOR ***TRAVELLER*** --

"-- YOU MAY ASSURE OUR MASTER --"

"-- THAT JUDAS IS PRESENTLY IN A POSITION."

"-- WHERE HE CANNOT EVEN SAVE HIMSELF!"

I USED TO LOVE MOMENTS LIKE THIS -- SWINGING HIGH ABOVE THE CITY -- PRACTICALLY FLYING!

BUT THAT'S WHEN I WAS THE SWINGER... INSTEAD OF THE SWINGEE.

FOR FIVE YEARS, I THOUGHT I WAS THE REAL PETER PARKER... THE REAL SPIDER-MAN.

THEN I LEARNED I WAS ACTUALLY HIS CLONE.

THOUGH I STILL HAVE THE PARKER NAME, BEN REILLY IS NOW THE MAN WITH THE WEBS.

SOMETIMES I'M MORE THAN A LITTLE JEALOUS...

... THAT'S WHEN I THINK OF MARY JANE, LITTLE MAY AND THE FUTURE WE'LL SOON BE BUILDING TOGETHER.

BUT I STILL MISS SWINGING OVER THE CITY!

ASIDE FROM BEING THE SON OF THE BUGLE'S PUBLISHER, **JOHN JAMESON** IS ALSO THE HEAD OF SECURITY AT RAVENCROFT, AN INSTITUTION DEVOTED TO THE CRIMINALLY INSANE.

THANKS FOR COMING!

IS THERE A PROBLEM WITH ONE OF THE INMATES?

PLEASE DON'T TELL US ***CARNAGE*** PULLED ANOTHER DISAPPEARING ACT.

BITE YOUR TONGUE!

YOU HAVE A ***VISITOR,*** SPIDER-MAN.

SOMEONE WHO ONCE RAN INTO YOU HERE AND HOPED SHE COULD REACH YOU.

SHE CALLS HERSELF ***CHAKRA!***

THOUGH WE HAVE OPPOSED EACH OTHER IN THE PAST, I AM HERE ON THE BEHALF OF THE ***TRAVELLER...***

HE IS IN GREAT ***DANGER!***

WE TALKING ABOUT THE GUY WHO FLATTENS ARMIES WITH A GLANCE?

ANYBODY TOUGH ENOUGH TO SWEAT ***HIM*** IS WAY OUT OF MY LEAGUE.

THE POWER WHICH JUDAS WIELDS IS NOT ALL IT SEEMS.

DON'T WORRY, LADY. WE'LL HELP YOU.

WE --?!

I... Uh... GUESS I COULDN'T CONVINCE YOU TO INCLUDE A... PHOTOGRAPHER... ON THIS GIG.

NOT ONE WHO'S ABOUT TO BE A ***FATHER!***

CAN'T BLAME ME FOR TRYING!

HE DITCHED ME!

BEN DITCHED ME!

OKAY, MAYBE HE'D PROMISE **MARY JANE** TO KEEP ME OUT OF THE **SPIDER-BIZ**...

... MAYBE MY **POWERS** ARE STILL CUTTING IN AND OUT...

... MAYBE I SHOULD BE FOCUSING ON MY NEW PARENTAL RESPONSIBILITIES...

BUT HE STILL SHOULDN'T HAVE DITCHED ME!

BET THE BOZO DOESN'T EVEN REALIZE I PLANTED A **SPIDER-TRACER** ON HIS BACK.

PETER! LOOK **WHO** ARRIVED WHILE YOU WERE GONE!

I DIDN'T KNOW **SHARON STONE** WAS IN TOWN!

ENOUGH OF YOUR NONSENSE, YOUNG MAN. GIVE ME A HUG!

IT'S GOOD TO SEE YOU, **ANNA**. YOU LOOK TERRIFIC.

FOR AN OLD BROAD!

I DIDN'T SAY **THAT!**

YOU WOULDN'T BE **STANDING**... IF YOU DID.

I HOPE YOU TWO DON'T THINK I'M BUTTING IN. I FIGURED YOU COULD USE A HAND WITH THE NEW BABY --

TRUE!

EVEN IF THEY DO DITCH YOU ON OCCASION.

-- AND FAMILY SHOULD NEVER HAVE TO **ASK** FOR HELP.

YOU SURE YOU GOT THE RIGHT ADDRESS?

THIS PLACE LOOKS LIKE IT'S BEEN CLOSED FOR MONTHS.

TRUST ME! I AM CERTAIN THAT JUDAS IS NEAR.

I STILL CAN'T BELIEVE I'LL BE MUCH HELP. I'VE SEEN TRAVELLER EXHIBIT POWER ON A NEAR COSMIC LEVEL.

IT WAS AN ***ILLUSION!*** WHILE JUDAS DOES POSSESS LIMITED ***PSIONIC POWERS*** --

-- HIS PRIMARY TALENT IS THE ABILITY TO ALTER PEOPLE'S ***PERCEPTIONS OF REALITY.***

GETTT OOOUT!

YOU MEAN EVERYTHING WAS ***FAKE*** --?

NOT EVERYTHING! MANY OF THE MANIFESTATIONS YOU WITNESSED...

...WERE THE RESULT OF TECHNOLOGY SUPPLIED BY ***SCRIER.***

JUDAS IS A WORLD-RENOWNED CRIMINAL PSYCHOLOGIST, BUT HIS OBSESSION WITH THE ***NATURE OF EVIL*** EVENTUALLY BROUGHT ON A ***NERVOUS COLLAPSE*** --

I'VE OFTEN WONDERED HOW THAT JOKER FITS IN.

-- AND THE INITIAL INDICATIONS OF HIS LATENT ***MUTANT SKILLS.***

LET ME GUESS... SCRIER WAS A ***PATIENT.***

NOT QUITE.

UNLIKE TRAVELLER, SCRIER IS FAR ***MORE*** THAN HE APPEARS!

DETAILS! I WANT DETAILS!

SCRIER POSSESSES AS MANY DIFFERENT AGENDAS AS HE DOES --

CHAKRA -- MOVE!

WHAT'S WRONG WITH YOU, MEDEA? YOU HAD A CLEAR SHOT AT THE WEB-HEAD!

GET OFF MY BACK, BOONE!

IT AIN'T MY FAULT HE LEAPED AT THE EXACT MOMENT I FIRED.

Ah...

... RIGHT ON TIME!

ONLY A FOOL WOULD BE TARDY FOR A MEETING WITH ***THE ROSE.***

MUST THE WOMAN ATTEND OUR DISCUSSIONS?

HER NAME IS ***DELILAH...***

... AND ***YES...*** I ALWAYS FEEL ***SAFER*** WHEN SHE GUARDS MY BACK.

SO BE IT. I TRUST YOU HAVE GIVEN SERIOUS THOUGHT TO MY PROPOSAL TO FORM AN ALLIANCE.

MY ORGANIZATION HAS MUCH TO OFFER A TRUE MAN OF VISION.

WAK

I'VE HEARD.

MY EUROPEAN CONTACTS MANAGED TO DIG UP QUITE A BIT ON YOU AND YOUR SO-CALLED ORGANIZATION.

THE INFORMATION I'VE LEARNED HAS LEFT ME ***UNDERWHELMED.***

AS A GENERAL RULE, I ONLY DEAL WITH ***PEOPLE*** AND ***COMMODITIES...***

"... I DON'T LIKE SURPRISES...

THWIP THWIP THWIP

"... OR SECRETS!

STRANGE SENTIMENTS FROM A MAN WEARING A LEATHER MASK.

YOU LIED TO ME!

YOU SAID YOU WERE SCRIER, BUT YOU DIDN'T TELL ME THE WHOLE TRUTH...

"...SCRIER ISN'T AN INDIVIDUAL --

"-- IT'S THE NAME OF YOUR ENTIRE ORGANIZATION!

SCRIER IS A SECRET ***CABAL*** WHICH IS SAID TO HAVE BEEN INSPIRED BY SOME ANCIENT ***MYSTICAL BEING*** --

-- WHO IS ALSO THE MODEL FOR YOUR LESS-THAN-CONTEMPORARY ***ATTIRE.***

YOUR CULT WAS HEADED FOR EXTINCTION UNTIL SIX OR SEVEN YEARS AGO --

-- WHEN YOU FELL UNDER THE SHADOW OF AN UNKNOWN MASTERMIND WHO DREAMED OF BECOMING THE EUROPEAN COUNTERPART TO OUR ***KINGPIN OF CRIME.***

HE HONED YOUR ***FIGHTING SKILLS,*** AND UPDATED YOUR ***ESPIONAGE TECHNIQUES,*** AND OUTFITTED YOU WITH ***SOPHISTICATED ARMAMENTS!***

ACCORDING TO MY SOURCES, YOUR ANNUAL BUDGET FOR WEAPONRY ***EXCEEDS*** MOST SMALL NATIONS.

"HOWEVER, THOUGH YOUR ORGANIZATION APPEARS TO BE ***WELL-TRAINED, WELL-FUNDED, WELL-INFORMED*** AND ***WELL-ARMED*** --

"-- I'M JUST NOT CONVINCED YOU HAVE WHAT IT TAKES TO ***SUCCEED*** IN THE AMERICAN CRIME MARKET!"

THE DAWN

WHA-- WHERE'D YOU COME FROM?

FAMILY SHOULD NEVER HAVE TO ***ASK*** FOR HELP --

-- NOR SHOULD THEY *DITCH* EACH OTHER!

OKAY!

I WAS WRONG!

GIMME A BREAK ALREADY!

THE POOL --!

*I SENSE **JUDAS** WITHIN THE POOL!*

WE MUST FREE HIM BEFORE THE ***SCRIERS*** REGROUP!

I AM MOST IMPRESSED, ROSE.

FEW HAVE UNCOVERED THE TRUE SECRET OF ***SCRIER.***

FEWER HAVE WE ALLOWED TO ***SURVIVE*** WITH THIS KNOWLEDGE.

"EVERY MAN IS ENTITLED TO HIS PRIVATE *MYSTERIES.*

"THE UNSPOKEN *DREAMS*... AND THE BARELY ACKNOWLEDGED *DESIRES*... WHICH LIE LOCKED WITHIN EACH SOUL.

"YOU HAVE DARED EXPOSE *MINE*... BUT YOU ALSO CONCEAL HIDDEN *TRUTHS.*"

MY RESEARCH TELLS ME THAT *YOU* ARE A MAN OF MANY NAMES...

RICHARD FISK.

THE SCHEMER.

THE BLOOD ROSE.

AN INTERESTING LIST.

ALL FORMER IDENTITIES OF THE SAME MAN.

HOWEVER, I DO NOT CLAIM TO BE RICHARD FISK.

NOR CAN YOU PROVE OTHERWISE.

SOME DAYS ARE **WHACKED** FROM THE MOMENT YOU STEP OUT OF BED.

THIS WAS SURELY **ONE.**

PINBALLING AROUND THE ROOM...

... **BEN** AND **CHAKRA** ARE BARELY KEEPING **ALIVE** WHEN I FINALLY DRAG **TRAVELLER** FROM THE POOL.

THAT'S WHEN THINGS GO TOTALLY **GONZO**...

ENOUGH!

THIS MADNESS MUST CEASE!

I HAVE BEEN **BETRAYED, MISUSED** AND **MANIPULATED** --

-- AND I WILL HAVE **VENGEANCE!**

THIS DAY BEGAN WITH A **DREAM** --

-- AND SEEMS DESTINED TO END IN A **NIGHTMARE!**

IN A FEW HOURS, BEN AND I WILL BE SIPPING CAFE LATTES IN THE DAILY GRIND.

AS HE PASSES A WOODEN STIRRER, HE'LL CASUALLY FILL ME IN ON THIS ENTIRE SCENARIO.

I'LL LEARN HOW THE SCRIERS GATHERED THE HOST AROUND JUDAS TRAVELLER --

-- AND SECRETLY EXPLOITED HIS MUTANT TALENTS.

BUT NOW...

... NOW I CAN ONLY STAND TRANSFIXED WITH THE OTHERS/

I'M FILLED WITH AWE...

... AND MORE THAN A LITTLE FEAR!

AN INSTANT LATER, SANITY (OR A REASONABLE FACSIMILE) RETURNS...

=WHEW=

TRAVELLER SHOULD REALLY MIX A LITTLE MODERATION IN WITH HIS MIND-BENDING!

JUDAS!

JUDAS!

I AM UNINJURED, MY LOVE...

... BUT WE DARE NOT TARRY HERE!

NOT SO FAST, PALLY. THE POLICE WILL NEED YOU GUYS.

I FEAR --THAT IS SIMPLY UNACCEPTABLE!

HEY! I THOUGHT YOUR POWERS WERE A SHAM --!

WE ONLY DISCUSSED THE TRAVELLER'S ABILITIES...

... NOT MINE!

BEWARE, SPIDER-MAN! ***BEWARE!*** THE MADMAN BEHIND SCRIER... THE MONSTER WHO PULLED MY STRINGS... HAS ALSO ORCHESTRATED AGAINST YOU!

YOU MUST BEWARE

WHAT WAS *THAT* ABOUT?

I HAVEN'T GOT A CLUE --

-- BUT MY GUT IS WARNING ME THAT --

-- WE GOT MAJOR HEARTACHE ON THE HORIZON!

POOL

THE ROSE *DECLINED* OUR INVITATION?

HE WILL NOT NEGOTIATE WITH, AS HE PHRASED IT, *"A FACELESS UNDERLING."*

HOWEVER, HE DID REQUEST A MEETING WITH THE MASTER.

OUT OF THE QUESTION!

WHAT DO *YOU* HAVE TO REPORT, NACHT?

THINGS DID NOT GO AS PLANNED.

TRAVELLER AND *CHAKRA* ESCAPED.

BOONE, *MEDEA* AND THE REMAINING *SCRIERS* ARE NOW IN POLICE CUSTODY.

DO NOT BE OVERLY CONCERNED WITH THESE MINOR ANNOYANCES, GAUNT.

THE *BROTHERHOOD OF SCRIER* WILL RISE AGAIN, AND CONTINUE TO SERVE THE MASTER.

PERHAPS, IT WILL...

... YOU, HOWEVER, WILL *NOT*.

AS I OFTEN TOLD YOU...

... OUR EMPLOYER HAS A ZERO TOLERANCE FOR FAILURE.

MARVEL COMICS

SPIDER-MAN

DEC '96 | 14

APPROVED BY THE COMICS CODE AUTHORITY

SPIDER-MAN UNLIMITED

LET'S GET READY TO RUMBLE!

JB & R.C AF

wh--

wh-where *am* I...

c--can't *see*...

what's... on my *face*...

what am I... doing...

...in *this* costume...

...way...

...up...

...here...?

SNAP

SNAP

Ohmygod, Ohmygod!

MY ARM-- STILL TETHERED TO THE SUSPENSION...

I'M SAVED!

TARGET LOCKED

SPAKK

AAAA

KRASH

"DIDJA CATCH THAT, REFEREE?"

THAT'S TWO THOUSAND POINTS!

THE MASK...

THE RULES REQUIRE YOU TO CLAIM THE MASK.

NO PROBLEMO.

"I SQOOSHED THE SCARLET SPIDER!"

THAT'S THE EASIEST PART...

I HOPE YOU GENTLEMEN HAVE ALREADY *EATEN*...

CITY MORGUE

BECAUSE *THIS* WILL DEFINITELY SPOIL YOUR APPETITE.

=CHOKE= I THINK I'M GONNA BE SICK!

JUICY!

DID THE *BUGLE* HIRE YOU FOR YOUR GIFT OF *UNDERSTATEMENT*, MR. ELLIS?

YOU'RE RIGHT, OF COURSE. THERE WASN'T MUCH LEFT OF THE BODY TO IDENTIFY.

SO FAR, WE'VE ONLY BEEN ABLE TO DETERMINE THAT THE SCARLET SPIDER WAS *ASIAN*.

ASIAN?

YOU SOUND *RELIEVED*, MR. PARKER.

N-NO DR. CHEN... I JUST... Uh...

BUT THIS *WEBBING* TIED TO HIS WRIST IS PRETTY CONVINC-ING...

EXCUSE ME, DOCTOR, BUT HOW CAN YOU BE SURE THIS GUY REALLY *WAS* THE SCARLET SPIDER?

I CAN'T.

BUT THE SCARLET SPIDER'S WEBBING *DIS-SOLVES* AFTER A FEW HOURS, DOESN'T IT?

THAT'S WHAT *WE* THOUGHT, ROBBIE--ASSUMING IT WORKS UNDER THE SAME PRINCIPLE AS *SPIDER-MAN'S.*

OTHER-WISE, NEW YORK WOULD HAVE A HECK OF A VINEYARD HANGING OUTSIDE IT'S WINDOWS.

GLAD TO SEE *YOU'RE* STILL ON YOUR TOES, PETER.

Uh, THANKS...

PARKER!! WHY AREN'T YOU OUT GETTING PICTURES OF THE SCARLET SPIDER'S *MURDERER?!*

Uh... WE STILL DON'T KNOW WHO KILLED HIM, JONAH.

SPIDER-MAN! THAT'S WHO!!

WHO KILLED HIM?!

WHO *ELSE?!*

WHO HAD THE *MOTIVE?!*

BLASTED WALL-CRAWLING MENACE DIDN'T WANT THE WEB-SLINGING COMPETITION!

I DIDN'T MIND SHARING THE *SPOT-LIGHT,* J.J.--

GAME'S END

-- I JUST DIDN'T WANT ANYONE COMPETING FOR YOUR AFFECTION!

GLENN HERDLING WRITER

JOE BENNETT PENCILER

JOE PIMENTEL INKER

TIM DZON INKER

CHRISTIE SCHEELE COLORIST

JACK MORELLI LETTERER

RALPH MACCHIO EDITOR

BOB HARRAS CHIEF

THIS ISSUE RESPECTFULLY DEDICATED, WITH BUCKETS OF LOVE AND ADMIRATION, TO TITANIC TOM DeFALCO.

:GRMMBLL:

HI, FOLKS! I WAS SWINGING THROUGH THE NEIGHBORHOOD, AND MY EARS STARTED BURNING!

THOUGHT I'D DROP BY AND LET EVERYONE KNOW--

--THAT THIS LITTLE WEB-HEAD IS STILL ALIVE AND KICKING.

WHAT'S THE MATTER, ROBBIE? SEEING ME AND PETE TOGETHER MAKING YOU JEALOUS?

uhh...

WHO THE BLAZES GIVES A FLYING FIG ABOUT YOUR WELFARE ??!

IN CASE YOU HADN'T HEARD, THE SCARLET SPIDER FELL TO HIS DEATH WHILE IMITATING YOU!

DON'T YOU FEEL THE LEAST BIT RESPONSIBLE?

THWIP

WHO ARE YOU TO LECTURE ME ABOUT RESPONSIBILITY?

YOU'RE JUST A TIRESOME OLD WINDBAG, JONAH--

--AND IT'S TIME SOMEONE DEFLATED YOU!

THBBBT

ON THAT RATHER SICK NOTE, MY FRIENDS--

--I BID YOU ALL A DOO-DOO!

I'VE GOTTA GO TOO! I'M MEETING MY COUSIN AT THE BUGLE COMMISARY FOR LUNCH!

A BIT LOUDER, PETER--

--I DON'T THINK THEY HEARD YOU IN FRANCE.

I'LL HAVE GLORY SEND FOR YOUR DRY-CLEAN-ING, JONAH.

WHY WOULD I NEED MY DRY-CLEANING? THE BUGLE FUND-RAISER ISN'T UNTIL TOMORR--

oh.

I'D BE CAREFUL OF THAT SANDWICH IF I WERE YOU, PETER--

--WITH YOUR SPIDER-METABOLISM SPUTTERING THE WAY IT HAS BEEN--

--YOU MIGHT NEVER DIGEST IT!

HEYYY, BEN! YOU HANDLED JONAH LIKE A PRO IN THERE!

GLAD YOU HEARD MY "INVITATION."

SUBTLETY WAS NEVER ONE OF OUR STRONG POINTS!

SO, YOU WANT ME TO TELL YOU WHAT I KNOW ABOUT THIS SCARLET SPIDER THING, RIGHT?

SINCE THE MASK WAS NEVER RECOVERED, I'D SAY IT HAS ALL OF THE EARMARKS OF A ROGUE PLAYER IN THE GREAT GAME.

"I'VE BEEN AN UNWILLING PARTICIPANT MORE THAN ONCE.*

"A BUNCH OF RICH SNOBS SPONSOR CHAMPIONS TO STEAL THE MASKS OF OTHER CHAMPIONS--LIKE A TWISTED GAME OF CAPTURE THE FLAG.

"I ONLY LEARNED THE NAME OF ONE SPONSOR--JAMES JOHNSMEYER, I THINK IT WAS."

*MOST RECENTLY IN SPIDER-MAN #66... RALFIE RICH.

YOU MEAN, YOU KNOW THE ***IDENTITY*** OF THIS ***MADMAN***, AND YOU HAVEN'T BROUGHT HIM TO ***JUSTICE***?

HEY, LAST TIME I CHECKED, IT WASN'T ILLEGAL TO PAY PEOPLE TO BEAT THE TAR OUT OF EACH-OTHER.

OTHERWISE, THE ***WWF*** WOULD BE SELLING USED JOCK STRAPS ON THE STREET!

MAYBE JONAH WAS RIGHT ABOUT YOU, BEN. HOW COULD YOU SO CASUALLY DISMISS YOUR ***RESPONSIBILITY*** IN THIS MATTER?

AWW-- COME OFF IT! IF THESE COSTUMED THRILL-SEEKERS WANT TO ENGAGE IN SUCH FRIVOLOUS BEHAVIOR, WHO AM *I* TO CONVINCE THEM OTHERWISE?

BESIDES, ***YOU'RE*** THE ONE WITH THE BUGLE'S INFORMATION NETWORK AT YOUR DISPOSAL. I'M JUST A ***COFFEE BOY***, REMEMBER!

AREN'T YOU EVEN ***CURIOUS*** ABOUT THE ***IDENTITY*** OF THE DEAD MAN WEARING ***YOUR OLD COSTUME*** ??

SHHH

BOMBSHELL AT THREE O'CLOCK!

HI, PETER. ROOM FOR ONE MORE?

HERE YOU GO, BETTY--TAKE MY SEAT!

OH, THANK YOU--BEN, ISN'T IT?

AWW, YOU REMEMBER!

BEN IS MY COUSIN FROM UPSTATE, BETTY.

I KNOW. WE MET WHEN YOU WERE IN THE HOSPITAL*.

I WISH IT HAD BEEN UNDER BETTER CIRCUM-STANCES.

MMM... I ALWAYS BELIEVE IN SECOND CHANCES.

OKAY. HOW'S EIGHT O'CLOCK TOMORROW NIGHT SOUND?

*IN SENSATIONAL SPIDER-MAN #7 --DR. RALF.

I'LL GET YOUR ADDRESS FROM PETE.

HE SEEMS SO BOLD-- SO SURE OF HIM-SELF...

ARE YOU SURE HE'S RELATED TO YOU?

Umm... BETTY-- SINCE I'VE BEEN "DOWNSIZED", I DON'T HAVE ACCESS TO THE BUGLE'S COMPUTER--

--I NEED YOUR HELP GETTING SOME INFOR-MATION.

SURE, PETER... WHAT-EVER YOU NEED.

GREAT. LET'S GO!

BUT--!

HERE WE ARE-- JOHNSMEYER, JAMES.

THE WALL STREET JOURNAL REPORTS THAT HIS COMPANY, JOHNSCORP, RECENTLY ATTEMPTED THE PURCHASE OF A RIVAL CORPORATION-- MORELLE PHARM-ACEUTICALS.

MORELLE'S FOUNDER DR. DAMON MORELLE, DIED IN A MYSTERIOUS LAB ACCIDENT AND THEN THE COMPANY FILED CHAPTER ELEVEN.

BUT MORELLE'S CHAIRPERSON REFUSES TO SELL.

INTERESTING. WHY WOULD ANY COMPANY INVEST MILLIONS INTO ITS BELLY-UP COMPETITION?

SAYS HERE THAT MORELLE WAS WORKING ON SOME-THING CALLED "PROJECT SHARKSKIN."

I THINK I'M GOING TO PAY MORELLE PHARMACEUTICALS A LITTLE VISIT!

YOU MEAN WE'RE GOING TO PAY THEM A VISIT!

I'M JUST SAYING, BETTY --YOU HARDLY *KNOW* THE GUY, THAT'S ALL.

I MEAN, SURE HE'S MY COUSIN AND ALL, BUT WE HAVEN'T SEEN EACH OTHER IN FIVE YEARS.

WHAT'S THE MATTER, PETER--

--JEALOUS?

Ahh, MS. BRANT, SO NICE TO MEET YOU. I'M *ASHLEY CROIX*.

HELLO, DR. CROIX. THIS IS *PETER PARKER*, OUR STAFF PHOTOGRAPHER.

PLEASURE.

AS I EXPLAINED ON THE PHONE, MS. BRANT, WE HAVE NO PLAN TO CONTINUE PROJECT: SHARKSKIN.

SKIN GRAFTS, NANOTECHNOLOGY. THAT SORT OF THING...

WHAT LITTLE PROGRESS WE MADE *DIED* WITH MY HUSBAND.

SO WHY DO YOU SUPPOSE THAT A MAN LIKE JOHNSMEYER WANTS TO *PURCHASE* MORELLE?

OH, YOU KNOW THESE *CORPORATE* TYPES--

--ALWAYS SETTING THEIR SIGHTS ON SOME *LOFTY* IDEAL--

"--NEVER TRULY SATISFIED UNTIL THEY *CLAIM* IT FOR THEM-SELVES--"

"--DESPITE HOW *TWISTED* AND *WORTHLESS* IT'S BECOM--!"

MR. PARKER!

I'M SORRY, BUT I MUST INSIST THAT CERTAIN PARTS OF THIS FACILITY REMAIN *OFF LIM--*

BOOM

NOLAN!

WHAT IN THE *WORLD--* ?z

MOM! HEEELP!

FOR HIS OWN SAKE, I SUGGEST YOU *IGNORE* THE BOY'S PLEAS!

HE HAS BEEN DECLARED A *PRIZE* IN THE *GREAT GAME*--

--AND *NO PRIZE* ESCAPES THE *ELECTROMAGNETIC* CLUTCHES OF --

POLESTAR!

YOU WANNA PLAY GAMES?

HOW ABOUT KICK THE CAN??

YOURS!

PETER!

Hmph.

AMATEURS.

SWAT

=UNGHN!=

PETER, ARE YOU ALL RIGHT?

Ben was... right... *metabolism* ain't what it used to be...

PLEASE-- HE'S MY SON!

SORRY, MA'AM.

AS *PROJECT: SHARKSKIN'S* ONLY SUCCESSFUL TEST SUBJECT, YOUR SON WILL FETCH ME A NICE *BONUS!*

KRASH!

GUESS AGAIN, POLECAT!

PROJECT: SHARKSKIN SPAWNED ANOTHER BENE-FICIARY--

--AND HIS NAME IS

NIGHT WATCH!

=mmbbph!= THE CAPE--IT'S ALIVE!

=Gasp!=

I'VE BEEN BRIEFED ON YOUR ABILITIES, NIGHTWATCH -- AND I'M NOT IMPRESSED!

YOUR TECHNO-GRAFTED BODY ARMOR'S VULNERABLE TO MY ELECTRO-MAGNETIC PULSES!

SHZAK

TRUE.

BUT THE NANITES REGENERATE --

--FASTER THAN--

--MY TRUE SKIN CAN BE HARMED!

CAN YOU SAY THE SAME OF YOUR SARDINE CAN?!

YOU!

DON'T LOOK A GIFT HORSE IN THE MOUTH, MY YUPPIE FRIEND!

BLAM

ARRR!!

EI HOMBRE De la NOCHE APPEARS CONFUSED. I AM THE BLACK BULL--

--MASTER OF THE GREAT GAME-- SLAYER OF HEROES!

OH, YEAH? IS THAT THE BEST YOU GOT?

WELL, A SHOTGUN WILL DO ME ABOUT AS MUCH HARM AS POLESTAR'S BLAST.

PERHAPS.

BUT WHAT IF WE WERE TO COMBINE OUR ASSAULT?

--EXPOSING JUST ENOUGH *FLESH* FOR ME TO PLAY *TARGET PRACTICE!*

YOU MEAN USE MY *E-M PULSE* TO PEEL AWAY THAT FUNKY ARMOR--

NIGHT-NIGHT, NIGHTWATCH.

*

BIFF

SLAM

KEVIN!

H-HE *KILLED* HIM-- JUST LIKE *THAT!*

c-can't be happening... where's... *Spider-Man?*

NICE SHOOTIN', MEX!

THIS MERGER HAS UNLIMITED GROWTH POTENTIAL. WHATTAYA SAY?

I SAY--

--YOU'RE WRONG.

K-POW!

DEAD WRONG.

nooo!

YO, BEN-- YOU SEEN MY MOM ?

SHE'S RUNNING A FEW ERRANDS, DEVON. WE'RE ON OUR OWN THIS MORNING.

7up

COOL!

LET'S SET THE DIAL TO STERN!

GUY'S A JERK.

C'MON, BUZZ...

...WHAT BETTER WAY IS THERE FOR AN ENLIGHTENED INDIVIDUAL TO KEEP UP ON CURRENT EVENTS?

WHAT TRAUMATIC EVENT OCCURRED IN YOUR PAST LIFE--

--THAT MAKES YOU SO ADVERSE TO READING--

--A NEWSPAPER?

WAPP

LIGHTS OUT FOR NIGHTWAT

KILLER KIDNAP SON OF DECE INDUSTRIAL

By BETTY BRANT

In a violent encounter at Morelle P yesterday, the enigmatic hero kn slain by two bounty hunters call and the Black Bull. The Black P shotgun on Polestar, killing h off with Nolan MOrelle, son o Morelle These brutal, contr took place before the shoo

File photo of slain super hero

SATISFIED?

H-HEY, CUZ! CUT YOURSELF SHAVING?

YOU THINK THIS IS *FUNNY*? A GOOD MAN *DIED* LAST NIGHT BECAUSE OF YOU!

CHILL OUT, PETER. THIS ISN'T THE PLACE.

COVER FOR ME, DEVON. I'M GOING TO TAKE A *BREAK*--

--AS IN BONES.

ALL RIGHT. LAY IT ON ME.

IF YOU HAD COME WITH ME LAST NIGHT, NIGHTWATCH WOULD STILL BE *ALIVE!*

Whoa! WAITAMINNIT! I DON'T RE-CALL BEING INVITED!

MAYBE YOU SHOULD WEAR A *SIGNAL WATCH* SO I'LL BE AT YOUR BECK AND CALL!

I'VE GOT MY *OWN* LIFE, NOW. I CAN'T BE RESPONSIBLE FOR ALL THE COSTUMED CLOWNS YOU CAVORTED WITH WHEN *YOU* WORE THE WEBS!

C'MON, PETER... WHAT'S *REALLY* EATING AT YOU?

I WITNESSED *TWO* MURDERS LAST NIGHT--

--AND A *KID-NAPPING!*

THERE WAS *NOTHING* I COULD DO.

I'VE NEVER FELT SO... HELP-LESS.

HEY--IT WASN'T YOUR FAULT. BUT IF IT MAKES YOU FEEL ANY BETTER, SPIDER-MAN WILL CHECK OUT JOHNSMEYER TONIGHT...

"...I'LL FIND OUT IF HE HAS HIS HANDS IN ANYTHING *DIRTY.*"

NOT *TOO* SHORT, MY DEAR--

--LEAVE JUST ENOUGH TO PICK OUT THE *CAVIAR* WHEN IT FALLS IN MY *NAVAL*...

BREEP

MISS SAUNDERS, I TOLD YOU-- NO CALLS...

WHO?!

Oh, I'M SORRY, SIR!

Hey!

NO, SIR. THAT CROIX WITCH REFUSED TO SELL, SO WE EFFECTED HOSTILE MEASURES.

I HAVE IT RIGHT HERE, SIR!

THE PAPERWORK FOR OUR ACQUISITION OF *CHI-HUAN ASSOCIATES* SEEMS TO BE IN ORDER...

I DON'T FORSEE ANY PROB--

KRAK!

YOU ARE THE PROBLEM, JOHNSMEYER!

YOU AND EVERY CORPORATE MONGER LIKE YOU WHO VALUES THE ALMIGHTY DOLLAR ABOVE THE SANCTITY OF HUMAN LIFE!!

HEARTLESS TYCOONS WHO MUST INEVITABLY SUFFER THE WRATH OF--

CARDIAC!

WHERE IS NOLAN MORELLE AND THE BEAST CALLED THE BLACK BULL??!

HNG!

:gakk: El Toro-- ROGUE PLAYER-- DOESN'T WORK... FOR ME...!

BULL-- WHA-?

RUN, MR. JOHNSMEYER!

STUPID COW!

WARB

TUT-TUT! HITTING A WOMAN?

THWPP

WHAT, DID YOU FIND OUT YOU WERE A CLONE?

SPIDER-MAN!

I DON'T HAVE TIME FOR YOUR USUAL REPARTEE!

ZZAP

AWW, C'MON--

--IT'S ALL NEW MATERIAL!

PERHAPS...

...BUT YOUR MOVES ARE AS PREDICTABLE AS EVER!

NICE GOING! PURPLE-PUSS--

WHY IS IT BAD GUYS NEVER HAVE OFFICES ON THE GROUND FLOOR?

oboy.

LUCKY FOR YOU MY PSYCHIC SAYS I'VE GOT A LONG LIFE-LINE.

THWIPP

LITERALLY.

HEY! STOP STRUGGLING! I'M TRYING TO SAVE YOUR--

UNGH!

MY LIFE IS BETTER OFF IN MY OWN SAFEKEEPING, THANK YOU.

KLIKK

SURELY, YOU CAN SEE THE ADVANTAGE A BETA-PROPELLED STINGRAY GLIDER HAS OVER A SINGLE WEB--

WHAM

HE'S GONE!

IN MY ZEAL TO ESCAPE, DID I HURL THE WEB-SLINGER TO HIS DOOM?

NOT ON YOUR LIFE, CHARLIE!

THWIPP

YOU'RE NOT THE ONLY GUY IN TOWN WHO ENJOYS HANG-GLIDING THROUGH THE CONCRETE CANYONS!

OOPS! YOU'RE HAVING A LITTLE TROUBLE WITH THE GLIDING PART--

THWIPP

--BUT YOU'RE A NATURAL AT THE HANGING PART!

CURSE YOU, SPIDER-MAN! JOHNSMEYER IS LONG GONE BY NOW!

HOW MANY POINTS WAS JOHNSMEYER WORTH, ANYWAYS?

POINTS?

C'MON, WEBHEAD! YOU KNOW ME BETTER THAN *THAT!*

I'D ***NEVER*** SULLY MY HANDS IN THE CORPORATE AFFAIRS THESE MONEY-MONGERS CALL ***RECREATION!***

Uh, YEAH--I KNOW YOU BETTER THAN THAT.

JOHNSMEYER IS BEHIND NOLAN MORELLE'S ABDUCTION AND THE DEATH OF NIGHT-WATCH.

MAKES SOME SENSE, SINCE MORELLE PHARMACUETICALS REFUSED HIS BID.

BUT ***WITNESSES*** SAW THIS ***TORO NEGRO*** CHARACTER COMMIT THE CRIMES-- AND I KNOW ***HE'S*** A ***ROGUE*** IN JOHNS-MEYER'S ***GREAT GAME.***

I'LL CONSIDER THE LOGIC OF YOUR WORDS.

BUT IF OUR PATHS CROSS AGAIN--

--STAY ***OUT*** OF MY ***WAY!!***

SNATCH

CHI-HUAN ASSOCIATES...

hmmm...

THE WEB-LINE EXPRESS IS THE FASTEST WAY DOWN-TOWN--

--TO THE ADDRESS WHICH WAS ON THAT DOCUMENT.

WOW! SOMETIMES I GOTTA WONDER JUST WHO MANHATTAN ARCHITECTS ARE TRYING TO IMPRESS WITH THEIR ROOF-TOPS!

ME?

HEL-LO! A FEW MINUTES AFTER FIVE AND THESE OFFICES ARE DESERTED!

NICE TO KNOW THAT MORALE IS STILL FLOURISHING IN CORPORATE AMERICA.

A-HA! THE MAN OF THE HOUR!

CHU CHI HUAN PRESIDENT

WELL, HERE GOES NOTHING!

Oh, NO.

JANICE [illegible] DIRECTOR OF [illegible]

HOW DID HE FIND ME HERE?

GEEZ! AND I THOUGHT THE EXTERIOR WAS ELABO-RATE!

Ohh, A BOUDOIR!

WHAT'S THE SENSE IN PAYING SO MUCH FOR OFFICE SPACE--

KRASH

--WHEN THE GUY PROBABLY SPENDS MOST OF HIS TIME ON POINTLESS BUSINESS TRIPS...

Spider-Sense...

HOW MUCH YOU WANNA BET THAT WAS A MING?

LIKE IT REALLY MATTERS--

--WHEN I'M GONNA EXCHANGE IT FOR THE STUFFED AND MOUNTED TROPHY OF YOUR HEAD!

JOYSTICK!*

*BEN FIRST MET THIS COMELY CONTESTANT IN AMAZING SCARLET SPIDER #2 -- RED RALF.

YOU'RE A CREEP, SPIDER-MAN!

MAKING A MOVE AGAINST ME BEFORE MY SPONSOR COULD FIT ME WITH A NEW PAIR A' STICKS!

LISTEN UP, CRAZYLADY-- I'M NOT A PLAYER IN YOUR STUPID GAME!

YOU EXPECT ME TO BUY THAT CROCK OF BALONEY?

ONCE YOU'VE BEEN TARGETED AS A WILD CARD, WEBS, YOU CAN'T QUIT UNTIL SOMEONE COLLECTS!

HEY, CUT IT OUT, WILLYA? I'M TRYING NOT TO HURT YOU, HERE!

SWISH

SHEESH! I CAN'T BELIEVE THIS CHICK ACTUALLY DEFEATED EL TORO NEGRO!

KRAK

...STILL!

BLAST IT-- STAND...

Ahem.

I DON'T SUPPOSE YOU'D CARE TO TELL ME THE WHERE-ABOUTS OF CHU CHI HUAN?

I DON'T KNOW HOW YOU FOUND OUT CHU WAS MY SPONSOR--

BOOM

--BUT IF I FIND OUT YOU HAD ANYTHING TO DO WITH HIS DISAP-PEARANCE, WEBS--

SWISH

Oh, FORGET IT! IF YOU'RE NOT GOING TO FIGHT BACK--

--I'VE GOT A DATE WITH A PRO WRESTLER WHO WILL!

DATE?!

OH, NO-- BETTY!

THIS IS THE PLACE!

NICE GOING, REILLY. LATE FOR YOUR FIRST DATE!

LIKE YOU ALWAYS WERE WHEN YOU DATED BETTY IN HIGH SCHOOL.

SOME THINGS NEVER...

HELLO, BEN! ALL SET?

...change.

Um--I'M SORRY, BETTY--

I HAD NO IDEA THE EVENING WAS GOING TO BE SO... ah-- FORMAL.

MR. JAMESON ASKED ME TO STOP BY THE BUGLE FUNDRAISER AT THE CENTURY CLUB--

S OUT FOR NIGHTWA
KILLER KIDNAP
SON OF DECE
INDUSTRIAL
By BETTY BRANT

--TO CONGRATULATE ME ON MY FIRST BY-LINE!

SEE?

THAT ARTICLE'S GOING TO HAUNT ME TO MY GRAVE!

TAXI!

MR. JAMESON, THANK YOU SO MUCH FOR *INVITING* ME HERE, TONIGHT!

HAVE YOU MET *BEN REILLY*? HE'S PETER PARKER'S COUSIN.

Hmm, YES. OBVIOUSLY *FASHION SENSE* IS A *FAMILY TRAIT!*

REILLY, THIS IS MY WIFE, *MARLA*.

JONAH ALWAYS SPEAKS SO HIGHLY OF YOUR COUSIN.

JAMESON, MY GOOD MAN! HOW NICE TO SEE YOU!

BEN, THAT'S *JAMES JOHNS-MEYER!* WHILE I WAS RESEARCHING MY STORY, I FOUND OUT HIS COMPANY FILED CHAPTER ELEVEN LAST YEAR!

IT WAS REVIVED SHORTLY THERE-AFTER AS A *HOLDING COMPANY* FOR FINANCIER *JUSTIN HAMMER!*

Oh, LISTEN TO ME. I WANT TO BE A REPORTER SO BADLY, BUT I'M BORING YOU TO TEARS. I'M JUST SO *TIRED* OF PLAYING *SERVANT* TO THE WORLD...

MISS BRANT, GET ME ANOTHER SCOTCH ON THE ROCKS, WOULD YOU?

RIGHT AWAY, MR. JAMESON.

I HOPE YOU DON'T NEED A DRINK ON MY ACCOUNT, JONAH.

I BELIEVE YOU KNOW MY ASSOCIATE, GEORGE VANDERGILL Z.

VANDERGILL! WHAT ROCK HAVE YOU CRAWLED OUT FROM UNDER?

YOU COULD SAY I'VE BEEN ON AN... EXTENDED VACATION OF SORTS ON THE ISLE OF BIMINI.

BUT CIRCUMSTANCES HAVE BROUGHT ME BACK TO NEW YORK, WHERE JAMES HAS APPOINTED ME TO HIS BOARD OF DIRECTORS.

LET'S CUT TO THE CHASE, JONAH. WE'VE GOT THIS LITTLE THING GOING WHERE YOU COULD KILL TWO BIRDS WITH ONE STONE--

--RELIEVE YOUR FINANCIAL BURDENS AT THE BUGLE--

--AND GET RID OF SPIDER-MAN!

WALK AWAY FROM IT, JONAH.

NEED I REMIND YOU OF THE SPIDER-SLAYERS... THE FLY...

...THE SCORPION Z!

:Gulp:

UMM... SORRY GENTLEMEN, I HAVE NO TIME FOR GAMES...

VERY WELL, JAMESON... SHOULD YOU CHANGE YOUR MIND...

...YOU KNOW WHERE TO FIND US.

JAMESON, OLD MAN... I'M VERY PROUD OF YOU.

SMACK

PROMISE ME SOME YOUNG GIRL WON'T SNATCH YOU AWAY WHILE I POWDER MY NOSE.

MATRIMONY HAS EITHER MADE YOU VERY **NOBLE**, JAMESON--OR VERY **STUPID**.

WELL, WELL--**RODERICK KINGSLEY**! IT'S LIKE **OLD HOME WEEK** AT THE **CENTURY CLUB**. WHERE HAVE **YOU** BEEN HIDING?

I RENOUNCED MY U.S. CITIZENSHIP A WHILE BACK TO RESIDE IN **BELIZE**.

I ONLY COME TO THE STATES EVERY THREE MONTHS OR SO TO CONDUCT BUSINESS...

AND BELIEVE ME, JAMESON--THE ONLY SURE WAY FOR **YOUR** BUSINESS TO REGAIN ITS FORMER GLORY--

--IS TO **SELL** THE MAJORITY OF YOUR SHARES TO THE **PUBLIC**!

WHAT?!

SELL THE **BUGLE**?!

I'D **NEVER** TAKE THE BUGLE PUBLIC, KINGSLEY--

--BECAUSE I **KNOW** THAT ITS LONG-TERM INTEGRITY WOULD SUFFER UNDER CORPORATE CONNIVERS LIKE **YOU**--

--WHO DREAM UP RIDICULOUS LITTLE "**SCHEMES**" WHICH ONLY PRODUCE **SHORT-TERM GAINS**!

IF IT'S **INTEGRITY** YOU WANT, JAMESON--

--THEN YOU SHOULD HAVE TAKEN UP **VANDERGILL** ON HIS PROPOSAL!

HEY, BETTY-- THANKS. I HAD A GREAT TIME TONIGHT.

REALLY, BEN? YOU'RE NOT JUST SAYING THAT?

I MEAN, I KNOW THAT CLUB WAS FILLED WITH A BUNCH OF STUFFED SHIRTS, BUT IT WAS FOR A GOOD CAUSE.

hmh?

HOBIE?

YOU'RE NOT AT ALL LIKE YOUR COUSIN. PETER USUALLY RAN OFF JUST AS THINGS GOT--

BETTY, I--I--

--INTERESTING.

GIVE IT UP, PROWLER! 'CAUSE THERE'S NO WAY A THIRD-RATE CAPED CRUSADER IS GONNA GET THE BEST OF THE NEW, IMPROVED, ROCKET RACER!

THIRD RATE?! LOOK WHO'S TALKING?!

THE SILVER SURFER'S GOT IT ALL OVER YOU, JACK!

Whoa! WATCH IT THERE, HOBIE! THAT WAS A CLOSE SHAVE!

GOTTA MAKE IT LOOK GOOD, ROBBIE--

--THE MONITOR'S EYES ARE EVERY-WHERE!

THE MONITORS AREN'T THE ONLY ONES WATCHING YOUR SORDID DISPLAY...

...EL TORO NEGRO HAS HIS SIGHTS SET ON YOU!!

"EL TORO NEGRO"? WHAT KIND'A SORRY-A...

CAN IT, RACER! GUY'S PACKIN' SOME HEAVY METAL!

WHEN YOU DESECRATE THE SANCTITY OF THE GAME--

--THE GAME RETALIATES IN KIND!!

WHOOM

ROBBY-- JUMP!!

Kra KOOM

CAPE'S GLIDER-SYSTEM-- CAN'T SUPPORT TWO PEOPLE!

HOBIE! LET ME GO! SAVE YOUR-SELF!!

DID YOU HEAR ME?! I SAID LET ME-

KRASH

WHAT WERE YOU *THINKIN'*, SON? DRESSIN' UP IN YOUR DR. *DENTON'S* AN PLAYIN' THE *SOOPER-HERO*.

HOW MANY TIMES HAVE I *TOLD* YOU-- JUST 'CUZ YER A *WHIZ* AT MAKIN' GADGETS--

--DON'T GIVE YOU THE RIGHT T'GO MESSIN' IN OTHER PEOPLE'S AFFAIRS!

Oh, AH'M SORRY, SON. I SHOULDN'T BE SCOLDIN' YOU.

I'LL GO GET US SOME *COFFEE*--

--AN' SEE IF THERE'S ANY WORD ON YOUR *FRIEND*.

PSST-- HEY, KID!

?!

UP *HERE*!

SPIDER-MAN!

HOW YOU DOIN' KID? OR BETTER YET, HOW'S *HOBIE BROWN*?

STILL IN A *COMA*. MOST OF HIS BONES *BROKEN*--

--H-HE USED *HIS* BODY TO SHIELD *MINE* IN THE *FALL*.

WE-- WE JUST HAVEN'T BEEN GETTING MUCH WORK FROM *SILVER SABLE*.

SO WHEN I HEARD ABOUT THIS *GREAT GAME*, WE EACH GOT A *SPONSOR*, AND STAGED A *FIGHT*-- TO SPLIT THE *EARNINGS*.

IT'S ALL *MY* FAULT.

NO-- IT'S *NOT*! I SAW YOU GUYS TUSSLING-- BUT I--

KID, TELL ME-- *WHO'S* YOUR *SPONSOR*?

"SCOTT! PARIS SCOTT!"

NICE PLACE--

--IF YOU'RE INTO LUXURIOUS PARK AVENUE TOWNHOUSES WITH--

--broken windows?

AWW, NO!

TONIGHT'S DEFINITELY NOT MY NIGHT FOR *TIMELY* ENTRANCES!

SCOTT'S BEEN SHOT IN THE *BACK!*

BUT *WHO?!*

YOU!

Y-YOU KILLED MR. SCOTT!

IN CASE YOU HADN'T NOTICED, PAL-- *BULLETS* AREN'T MY CHOICE OF *ARTILLERY*--

--THEY CLOG THE *WEB-SHOOTERS.*

BUT IF *YOU* HAVE ACCESS TO YOUR LATE BOSS'S *FILES*, MAYBE *YOU* CAN GIVE ME A *MASTER LIST* OF THE *SPONSORS!*

HERE IT IS! LOOKS LIKE IT WAS *UP-DATED* JUST A FEW *HOURS* AGO!

WHAT?! LET ME SEE...

Oh, NO! NOT HIM!

Ahh... HIS ROYAL HIGHNESS HAS RETURNED.

ALL SAFE AND SECURE IN HIS CASTLE--

--WHILE HIS VAST EMPIRE CRUMBLES AROUND HIM.

MAG:15X

Oh, HO! WHAT HAVE WE HERE?

DO I GRANT THE CONDEMNED A FINAL REQUEST?

TARGETING

uh-uh-uh, MR. JAMESON. I'M NOT ONE OF YOUR EMPLOYEES--

--YOU CAN'T KEEP ME IN THE DARK.

INFRA-RED MODE

ROLE-PLAYING TIME! LET'S SEE YOUR IMPRESSION OF JOHN AND JACKIE--

--oh.

I'D SAY THAT YOU COULD POKE YOUR EYE OUT WITH THIS THING--

--BUT YOU MUST BE TIRED OF BEING THE BUTT OF MY JOKES!

KRAKK

ALL RIGHT, TORO! THE GAME ENDS RIGHT HERE!

Oh, I WOULDN'T WAGER ON THAT!

sha-FOOM

...CHANCE!

NOT UNLESS YOU ENJOY LOSING AT GAMES OF...

SHOOF SHOOF

LEMME GUESS -ANOTHER PAWN IN THIS SILLY CONTEST?

YOU'LL EXCUSE ME IF I DON'T HANG AROUND--

--I WAS NEVER MUCH GOOD AT PIN THE PAIN ON THE SPIDER!

I'M NOT MERELY A PLAYER, WEB-SLINGER--

--I'M MY OWN SPONSOR AS WELL!

YOU MAKE THE SAME MISTAKE AS NIGHT-WATCH, SPIDER-MAN--

--AGAINST INDIVIDUALS YOU'RE QUITE FORMIDABLE. BUT AGAINST TWO OF US--

BOOM

--YOU DON'T STAND A CHANCE!

I WAGERED MY ENTIRE EARNINGS FROM THE GAME THUS FAR ON TONIGHT'S MATCH!

"WAGERED"? AGAINST WHO?!

I'M NO ONE'S PLAYER IN THIS IDIOTIC SPORT!

WANNA BET?

THE ONLY SAFE BET IS WHEN THE ODDS ARE IN YOUR FAVOR--

~AND RIGHT NOW, THAT'S NO LONGER THE CASE, CREEPS!

THANKS FOR THE TIMELY SAVE, CARDIAC!

BUT I COULDN'T BEAR THE GUILT OF ANOTHER HERO'S DEATH ON MY CON-SCIENCE!

HEY, CHAUNCEY! I'M THE PRIZE HERE, REMEMBER?

HEY, LEGGO! YOU'RE SLOWIN' ME DOWN!!

THERE'S NOWHERE YOU CAN GO THAT I CAN'T FOLLOW, WEB-HEAD!

NOT WITHOUT ME!

AWW, QUIT COMPLAININ'! THE WALL-CRAWLER IS ALREADY THROWIN' IN THE TOWEL--

--RIGHT ON TOP'A THE JOHNSCORP BUILDING!!

AN IDEAL SPOT FOR HIS DEMISE!

YOU'RE ABOUT AS SUBTLE AS A BRICK, TORO--

--AND JUST AS GRACE-FUL!

THAK

OOPH!

GUESS THE ROOF TO THIS JOINT NEVER RECOVERED FROM KAINE'S LAST VISIT!*

NEVER THOUGHT I'D SAY THIS BUT I'M INDEBTED TO TO HIM FOR HELPING ME PUT THE KIBOSH ON--

*SPIDER-MAN #66 --EL RALPHO BLANCO.

--TORO!

YOU FELL FOR THE OLD POSSUM TRICK?!

WHAT KIND A' MORON WOULD SPONSOR ANY PLAYER AS CLUELESS AS THAT?!

A MORON WHO BELIEVES THAT *HONOR* AND *INTEGRITY* STILL *COUNT* FOR SOME-THING--

WHACKK

--EVEN WHEN THE *OTHER PLAYERS* SOLD OUT IN THAT DEPART-MENT A LONG TIME AGO!

J-JOYSTICK?

ARRGH!

--OUCH!!

Uh-oh! *LOOK*--

HERE, STICK-CHICK--TRY SWATTING A *BUG* WITH THOSE *BATONS* O' YOURS!

I BEEN LOOKIN' FOWARD TO THIS *REMATCH* FOR A LONG TIME, 'STICKS!

--I'LL DO IT AGAIN!

I--I BEAT YOU ONCE *BEFORE*, TORO--

BA-ZARKK

heh.

YOU *STILL* DON'T *GET* IT, DO YOU?

MAYBE *THIS'LL* KNOCK SOME SENSE INTO YOU--!

I WAS SECRETLY *HIRED* BY *JOHNSMEYER* TO TAKE A *DIVE* IN OUR *INITIAL BOUT*.

THE *FIRST* REASON IS *OBVIOUS*-- HE BET *AGAINST* ME BECAUSE I WAS FAVORED MORE THAN *TWENTY*-TO-ONE!

KRAK

UNNH!

BWAH

THE *SECOND* AGENDA IS MORE OBSCURE--

--I ADOPTED THE ROLE OF THE "*ROGUE PLAYER*" SEEKING *REVENGE* ON FINANCIERS WHO WOULD NOT *SPONSOR* ME.

ACTUALLY, I WAS KILLING OFF THE C.E.O.'s OF LARGE CORPORATIONS, MAKING THEM *RIPE* FOR HOSTILE TAKEOVERS!

MY ACTIONS DIVERTED ALL SUSPICION AWAY FROM JOHNS-MEYER!

Th-then it's true... I never really *beat* YOU...?

DID ALL OF YOU *GET* THAT?

eh?

WHAT'S GOING ON HERE?! WHO THE--?!

DON'T YOU RECOGNIZE YOUR HIT LIST, TORO?

WE ARE THE SPONSORS OF THE GREAT GAME.

THE GAME HAS OBVIOUSLY CLAIMED TOO GREAT A STAKE IN OUR LIVES IF ONE OF OUR NUMBER CAN BRING DISASTER TO US ALL.

HEY-- ARE YOU OKAY, JOY--?

I HOPE YOU DON'T THINK I *USED* YOU TO TRICK BULL-HEAD INTO THAT CONFESSION...

N-NO SWEAT, SPIDER-MAN...

AFTER ALL, IN THE *END*--I REALLY *DID* DEFEAT EL TORO NEGRO!

NNNOOOO!

JOHNS-MEYER'S SCAM MAY BE *OVER* BUT *EL TORO NEGRO* WILL HAVE HIS *VEN-GEANCE!*

THWIPP

NICE LINE!

BUT I LIKED YOU BETTER WHEN YOU WERE *ACTING!*

THANKS FOR THE GIFT-WRAPPING, WEBS!

I'LL WAGER THERE'S A HEFTY BOUNTY I CAN COLLECT ON THIS STOOGE!

CARDIAC! GRAB THAT TIN-HORN MERC!

NO, SPIDER-MAN. OUR PRIORITY LIES IN RESCUING NOLAN MORELLE FROM JOHNSMEYER'S CLUTCHES!.

"...THE FATE AWAITING EL TORO WILL BE MUCH MORE DESERVING THAN ANYTHING THE AUTHORITIES CAN DISH OUT!"

wh-where am I...?

IN MY LAB, SERGIO.

MR. HAMMER! I DIDN'T FINGER YOU! JOHNS-MEYER TOOK THE FALL! JUST LIKE YOU PLANNED!!

I HAD HOPED THE COUP WOULD'VE LASTED A TAD LONGER, SERGIO...

BUT I DEFEATED ALL OF YOUR ENEMIES, MR. HAMMER! I WAS PROMISED THE GREAT PRIZE!!

THE GREAT PRIZE WAS DESIGNED TO PROVIDE THE WINNER OF THE GREAT GAME WITH POWER BEYOND HIS WILDEST DREAMS.

AND SO YOU SHALL HAVE IT, SERGIO.

UNFORTUNATELY, SERGIO, THE LEAST POWERFUL THING ABOUT YOU IS YOUR MIND--

--SO THAT IS THE FIRST THING THAT MUST GO!

BBBZZZ

BEN--I JUST WANTED TO SAY I'M SORRY IF I ACTED LIKE A REAL JERK THROUGHOUT THIS WHOLE THING.

I HAD *NO RIGHT* TO PROJECT MY FEELINGS OF *INFERIORITY* ON YOU.

HEY-- SOME EXTREME WORDS WERE EXCHANGED ON *BOTH* SIDES!

WHEN *HOBIE* ALMOST DIED, I REALIZED *EXACTLY* HOW YOU FELT.

HOW'S HE DOING?

DOCTORS SAY IT'S A MATTER OF WHETHER HE'LL BE PARALYZED FROM THE *NECK* DOWN, OR THE *WAIST*.

:SIGH:

I DOUBT *THIS'LL* MAKE YOU FEEL ANY BETTER, HOT OFF THE PRESS...

DAILY BUGLE

THE PICTURE NEWSPAPER

AME OVER FOR EXEC

COSTUMED HEROES RESCUE CHILD HEIR FROM JOHNSMEYER LABORATORIES

I DON'T GET IT. WHY WAS *JOHNSMEYER* ARRESTED WHEN HE WAS OBVIOUSLY WORKING FOR THIS *JUSTIN HAMMER* GUY?

HAMMER'S ALWAYS BEEN UNTOUCHABLE, EVEN THOUGH HE'S UP TO HIS EARS IN SHADY CORPORATE DEALINGS, I WANTED TO TAKE HIM DOWN, BUT I NOW REALIZE MY LIMI- TATIONS.

AFTER ALL, WE ARE ONLY ONE PERSON.

HA!

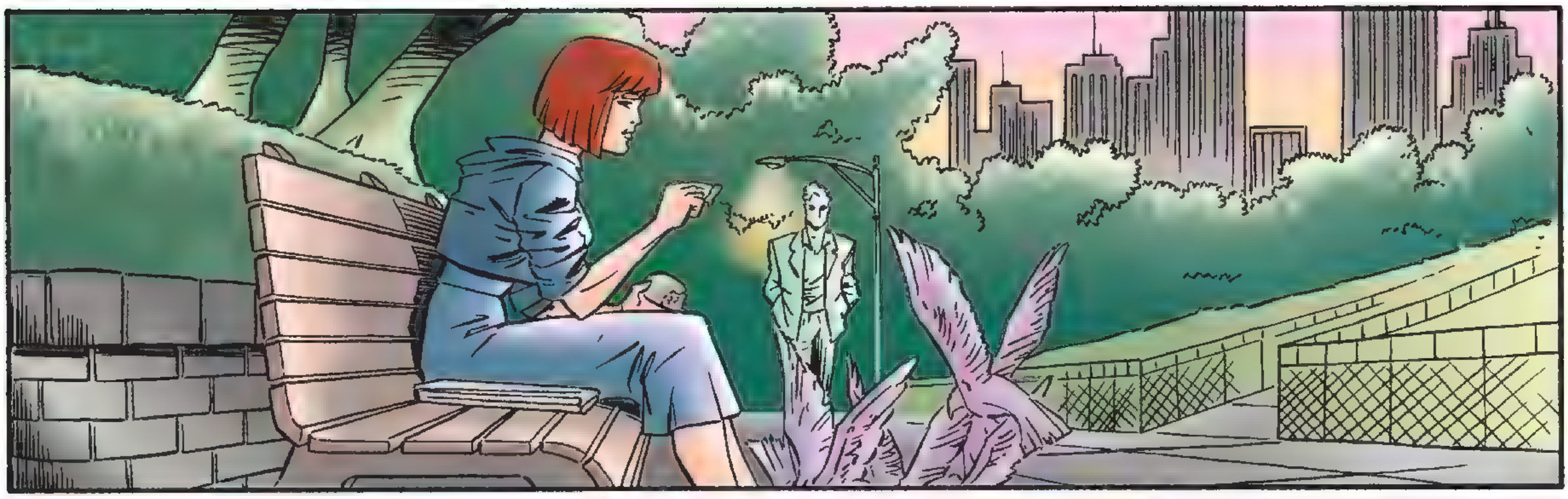
THEN YOU'RE SOLID WITH ME AND BETTY?

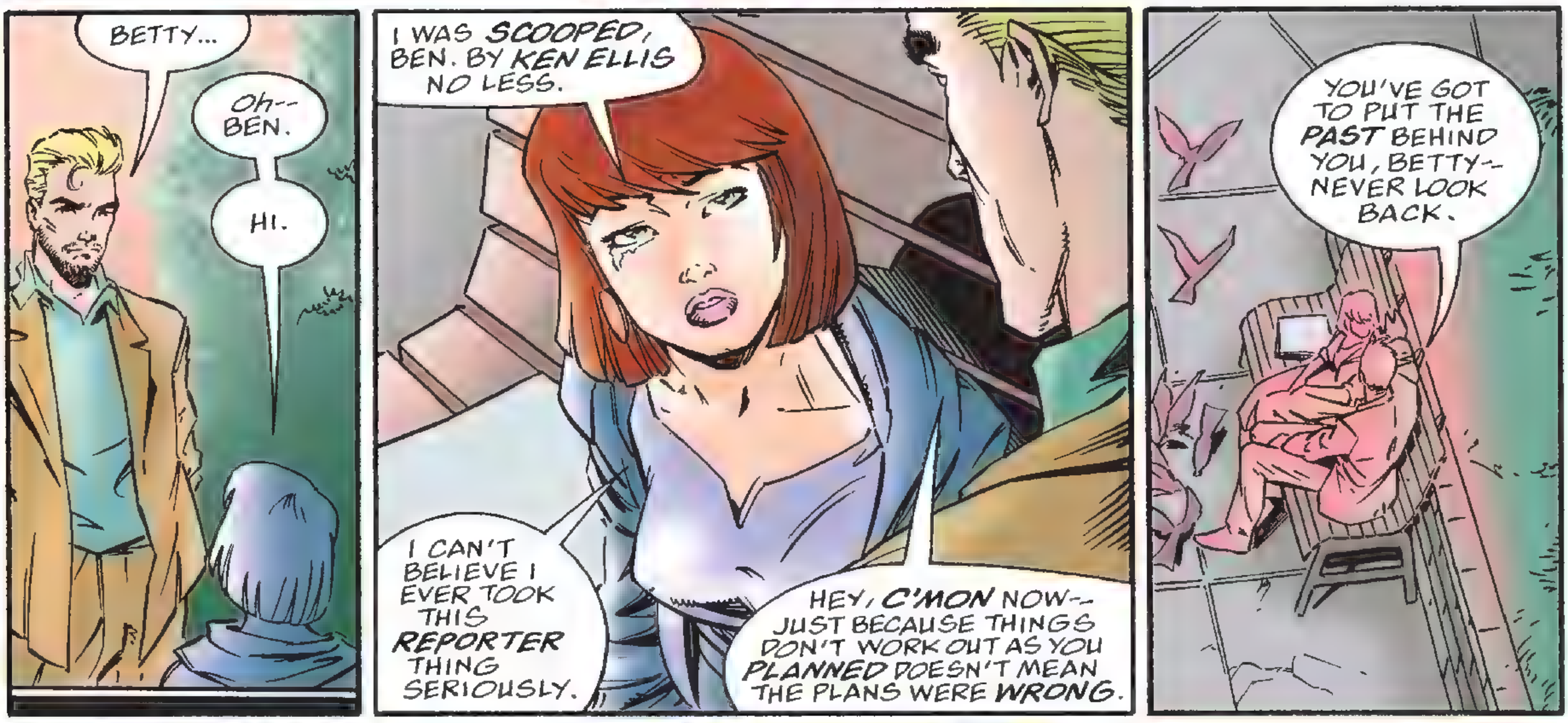
DAILY BUGLE EXCLUSIVE BY STAFF WRITER *KEN ELLIS*

...I THINK SHE MIGHT NEED A SHOULDER RIGHT NOW.

YOU'VE GOT MY BLESSING.

BESIDES...




BETTY...
OH-- BEN.
HI.
I WAS SCOOPED, BEN. BY KEN ELLIS NO LESS.
I CAN'T BELIEVE I EVER TOOK THIS REPORTER THING SERIOUSLY.
HEY, C'MON NOW-- JUST BECAUSE THINGS DON'T WORK OUT AS YOU PLANNED DOESN'T MEAN THE PLANS WERE WRONG.
YOU'VE GOT TO PUT THE PAST BEHIND YOU, BETTY-- NEVER LOOK BACK.

OH, BEN--DO YOU REALLY THINK THAT'S POSSIBLE?

NO.

FIRST BANK OF NEW YORK
TRANSACTION RECORD
This notice verifies the sum of
$ 50,000.00
an account in your name
NATIONAL BANK
F SWITZERLAND
Congrats on your victory
--J.H.

FIRST BAN
TRANSACTION
This notice verifies the sum of
$ 50,000
an account in
NATIONA
F SWITZ
Congrats on your Victory!
--J.H.

WELL, WELL, WELL. WHAT HAVE WE HERE?

THAT'S CERTAINLY NOT ED McMAHON'S INITIALS--!

GET OUT.

LISTEN UP, JONAH. YOU DON'T KNOW HOW CLOSE YOU CAME TO BEING PERFORATED LAST NIGHT...

BY PROCESS OF ELIMINATION, AND CHANCE'S OFFHAND COMMENT, IT DAWNED ON ME WHO YOU WERE SPONSORING.

GIVE ME THAT!

THE RULES OF THE GREAT GAME STATE THAT YOU'VE GOT TO SHARE YOUR WINNINGS WITH YOUR PLAYER.

AT MERCY HOSPITAL THERE'S A CRITICAL PATIENT NAMED HOBIE BROWN.

THAT'S WHERE I'LL EXPECT YOU TO SEND MY SHARE!

END.

MARVEL® COMICS

SPIDER-MAN®

DEC '96 5

SPIDER-MAN®

TEAM-UP

FEATURING

GAMBIT® AND HOWARD® THE DUCK®

APPROVED BY THE COMICS CODE AUTHORITY

YOU GOT A *PROBLEM* WITH THAT?

SPIDER-MAN

MANHATTAN IN THE SUMMER GETS PRETTY HOT.

TONIGHT, THE SKY IS TEASING THAT IT MIGHT RAIN AND COOL THINGS DOWN A BIT.

NÁWLINS

BUT IN SOHO, UNDER THE NEON HUM OF N'AWLINS CAJUN CLUB'S SIGN, NO ONE'S INTERESTED IN COOLING. HOT IS WHAT THEY'VE COME FOR...

SPICY HOT CAJUN FOOD, SMOKIN' HOT JAZZ MUSIC, AND THE SIZZLIN' CELEBS ON THE SCENE HAVE PATRONS LINING UP...

...WILLING TO STAND OUT IN THE RAIN IF THAT'S WHAT IT TAKES TO GET INTO THE HOTTEST NEW CLUB IN NEW YORK.

NÁWLINS

GAMBIT

INSIDE, THE MUSIC IS WAILING SWEETLY AND THE TEMPER-ATURE IS RISING.

CLUB OWNER JAQUES ST. PIERRE, A NEW ORLEANS NATIVE HIMSELF, HAD THE GRAND IDEA OF TAKING THE FRENCH QUARTER, SHAKING IT LIKE A CHAMPAGNE BOTTLE, AND EXPLODING IT ALL OVER A WAREHOUSE, CAPTURING ALL THE APPEAL UNDER ONE ROOF.

AND LOST IN THE CROWD, FEELING A BIT OUT OF PLACE IS BEN REILLY, ALIAS THE EVER-AMAZING SPIDER-MAN.

CLUB SODA?

WHAT?!

CLUB SODA... PLEASE!

COMIN' UP.

Crescent City Memories

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MOST OF THE PEOPLE HERE ARE TRYIN' TO GET BOMBED OUTTA THEIR MINDS. YOU ON THE WAGON, TOO?

N'awlins

ME? NO, I'M JUST NOT... um... MUCH OF A DRINKER.

I LIKE TO KEEP MY WITS ABOUT ME.

OH, YEAH? THAT'S GOOD. I PREFER A MAN WITH WIT TO A MAN THAT CAN'T COMPLETE A SENTENCE. SO WHAT'S YOUR NAME, HANDSOME?

BEN. AND YOU ARE...?

MEREDITH DEWOLFF. NICE TO MEET YOU! SO WHAT'S A NICE BOY LIKE YOU DOING IN A DEN OF SIN LIKE THIS, BEN?

WELL, MY GOOD FRIEND MARY JANE INSISTS I GOTTA BE MORE SOCIAL, SO SHE STUCK HER V.I.P. PASS IN MY HAND AND PUSHED ME OUT THE DOOR AND, WELL... HERE I AM, READY TO BE WICKED.

GOOD FOR HER! ALTHOUGH I'D THINK ANY WOMAN WITH HALF A BRAIN WOULD WANT SOMEONE LIKE YOU ALL TO HERSELF!

YEAH, WELL, SHE'S MARRIED.

LUCKY ME!

HEY, CAN I GET YOU SOMETHING TO DRINK ...ANOTHER SODA, PERHAPS?

UM, ACTUALLY, SOMEBODY'S ALREADY...

SORRY, BUT THE LADY'S A'READY BEIN' TAKEN CARE OF. HERE YOU ARE, CHERE, ONE ORANGE JUICE.

SO WHAT'S THIS? I'M GONE BUT A MINUTE AN' A'READY YOU TALKIN' TO SOME-ONE NEW? YOU GON' HURT REMY'S FEELIN'S, DARLIN'.

LOOK, I GON' SAY 'ELLO TO MY GOOD FRIEND, AN' DEN I PROMISE I COME RIGHT BACK AN' GIVE ALL MY 'TTENTION TO YO' PRETTY FACE.

SO DON' YOU RUN OFF OR YOU GON' BREAK MY HEART.

'SPECIALLY IF YOU GO RUNNIN' OFF WIT' THIS GUY!

HEY...

YOU DIDN'T SAY YOU WERE HERE WITH A DATE.

I'M NOT. I JUST MET HIM. NOW ABOUT YOU...

HEY! JAQUES! WHAT KINDA FRIEND ARE YOU?! WHERE'S MY DRINK, eh?

AW, DERE HE IS! REMY LEBEAU, FASTEST HANDS IN THE FRENCH QUARTER!

JIMMY, GET MY FRIEND HERE WHAT-EVER HE WANT, AND IF I FIND OUT HE PAID FO' ANYTHING TONIGHT, IT COMES OUT O' YOU CHECK, GOT ME?

YES, MR. ST. PIERRE!

YOU TOO KIND, JAQUES. SEEMS YOU GOT GENEROUS NOW THAT YOU GONE LEGIT.

JES' DON' GO LEAVIN' YOUR TIPS WITHIN HIS REACH, JIMMY, OR YOU GON' THINK YOU GOT STIFFED ALL NIGHT!

AWHP... I TAKE IT BACK, YOU AIN'T KIND AT ALL! DON' YOU KNOW IT'S RUDE NOT TO LET A MAN FO'GET HIS SHADY PAST?

SO HOW'S STRAIGHT LIFE TREATIN' YOU? YOU KEEPIN' YOU NOSE CLEAN?

THINGS ARE GOOD, REMY. SHERRY'S EXPECTIN' A BABY AND THE CLUB'S DOIN' WELL. FOR ONCE, I'M RUNNIN' A CLEAN BUSINESS, AND IT FEELS GOOD NOT HAVIN' TO WATCH MY BACK ALL DE TIME.

OH, HELL... LOOK, REMY, I GOTTA GO--

WHAT IS IT?

NOTHIN'... BUSINESS. NOTHIN' I CAN'T HANDLE. YOU DRINK UP, REMY, HAVE FUN. YOU MY GUEST TONIGHT. I SEE YOU.

GOOD EVENING, GENTLEMEN. WELCOME TO N'AWLINS. CAN I GET YOU SOMETHIN'?

JUST PRIVACY, MR. ST. PIERRE. A PLACE AWAY FROM PRYING EYES.

THIS WAY, GENTLEMEN.

...SO AFTER MY SISTER DIED, I DECIDED TO COME BACK TO NEW YORK. IT WAS... HEY, ARE YOU OKAY?

WHOA... SPIDER-SENSE IS DOING THE FANDANGO ALL OF A SUDDEN! SOMETHING IN THE ROOM'S SETTING IT OFF--!

JUST BUSINESS, *eh*, JAQUES? WHO YOU THINK YOU FOOLIN'?

CREAUX!

WHO...?

WHAT IS IT, BEN?

WHAT'S HE DOIN' IN NEW YORK? WHAT'S HE DOIN' OUT OF JAIL, FOR THAT MATTER?!

I REMEMBER HIM FROM NEW ORLEANS...

NEW ORLEANS

"...BACK WHEN I WAS WANDERING, STILL BELIEVING I WAS A CLONE. FEELING EMPTY AND DEPRESSED, HAVING LEFT EVERYTHING THAT WAS ME BEHIND, I WAS SEARCHING FOR SOME SEMBLANCE OF A NEW LIFE.

"AFTER SALT LAKE CITY AND JANINE, I WAS MORE CONVINCED THAN EVER THAT I WAS DESTINED TO BE ALONE.

"WITH ALL THE CRIME AND CORRUPTION GOING ON AROUND ME, AMIDST THE REVELRY, I FIGURED THE FRENCH QUARTER WAS A GREAT PLACE TO DISAPPEAR AND DISSOLVE INTO THE CROWD."

Ms. Nellie's NEW ORLEANS SOUVENIRS T-SHIRTS - POST CARDS

WHOOO!

THAT'S IT, BUDDY, JESH LEDDIT COME UP, YOU'LL BE ALL RIGHT.

DIXIE

:huoagh:

SPLATT!

OLD ABSIN HOUSE

DESIRE

Bourbon

CLUB SHO BAP

ORIGINAL CAJUN

NAPOLEON

WINE SPIRITS

"A STRANGE PLACE TO BE DEPRESSED, WHEN EVERYBODY AROUND YOU IS PARTYING. I REMEMBER I FELT EVEN MORE ALONE, EVEN MORE SORRY FOR MYSELF, WHEN I SAT DOWN TO REST IN FRONT OF THAT SOUVENIR SHOP.

"BUT THAT WAS ABOUT TO CHANGE."

YOU DRUNK?

WHAT?

POST OFFICE

IF YOU DRUNK, GO SLEEP IT OFF SOMEWHERE. I DON' WANT YOU PASSIN' OUT ON MY DOORSTEP, SCARIN' OFF CUSTOMERS.

NO, I'M NOT DRUNK, MA'AM. JUST RESTING.

MM-HMM. I TELL YOU WHAT, DEN... YOU WASH ALL THIS MESS OFFA MY STOOP, DO A GOOD JOB SWEEPIN' UP, AN' MS. NELLIE WILL FEED YOU BETTA THAN YOU EVER ATE IN YOU LIFE.

DEAL?

MM-HMM. WHAT'S YO' NAME?

BEN.

WELL, YOU HUNGRY, BEN?

STARVING!

DEAL!

"AND, MAN, DID SHE LIVE UP TO HER PROMISE! THAT NIGHT I ATE THE BEST GUMBO AND CRAWDADS. I EVER HAD. FRENCH OYSTERS AND JAMBALAYA... IT FELT SO GOOD, TO JUST EAT HOME COOKED FOOD. FOR A MOMENT, IT WAS LIKE BEING SPOILED BY AUNT MAY ALL OVER AGAIN.

"I WONDERED WHY MS. NELLIE WOULD JUST TAKE IN A STRANGER THE WAY SHE DID, AND BE SO KIND.

"I FELT THAT PERHAPS WE WERE BOTH FILLING AN EMPTINESS FOR EACH OTHER... STAVING OFF THE LONELINESS...

"I ASKED ABOUT THE GUY IN THE PHOTOGRAPH WHO LOOKED LIKE HE COULD BE ABOUT MY AGE. HE LOOKED LIKE A BOOKWORM, LIKE I WAS ONCE WHEN I WAS PETER PARKER, NOT BEN REILLY.

"MS. NELLIE JUST GOT VERY SAD AND SAID IT WAS HER SON, AND THAT HE HAD DIED.

"SHE HAD BEEN POLITE ENOUGH NOT TO PRY ABOUT MY PAST... EVENTUALLY I WOULD CONFIDE IN HER, BUT FOR THEN...

"I FELT THAT SHE AT LEAST DESERVED THE SAME COURTESY, AND TASTING THE FOOT IN MY MOUTH, I LET THE SUBJECT DROP.

"I HAD ONLY INTENDED TO STAY FOR DINNER AND THEN BE ON MY WAY, BUT IT WAS LATE AND MS. NELLIE INSISTED I STAY IN THE SPARE ROOM. A COUPLE OF DAYS LATER, I FOUND MYSELF STILL HANGIN' AROUND HER QUIET LITTLE SHOP, TRYIN' TO EARN MY KEEP."

BEN, I SWEAR THAT SHELF HASN'T HAD ANY TIME TO COLLECT ANYMO' DUST. YOU DONE ENOUGH!

THAT'S OKAY, I DON'T MIND HELPING OUT. REALLY. IT'S THE LEAST I CAN DO.

WHAT'S WITH THIS MERCHANDISE, THOUGH? *ugh!* WHO WOULD BUY SOMETHING LIKE THIS? THERE'D BE RIOTS IF THEY SOLD SOMETHING LIKE THIS IN BROOKLYN!

BEN, HONEY, THIS AIN'T BROOKLYN!

"THAT'S WHEN I SAW HIM. OFFICER CREAUX OF THE NEW ORLEANS POLICE DEPARTMENT. REPUTED TO BE ONE OF THE MOST CORRUPT DEPARTMENTS IN THE COUNTRY. SO MUCH SO THAT THE NEW ORLEANS TRAVEL BROCHURES WARN TOURISTS MORE ABOUT TANGLING WITH THE POLICE THAN WITH THE LOCALS.

THAT'S FOR SURE. MAN, IS IT ALWAYS THIS SLOW AROUND HERE?

SORRY NO CHECKS

NO, JUS' LATELY. I SORRY, I DON'T HAVE ANY CASH TO PUT IN YOUR POCKET, BUT SOON AS JAZZ FEST ROLLS AROUN'...

OH HEY, DON'T WORRY ABOUT IT. I APPRECIATE THE ACCOMMODATIONS BELIEVE ME! I JUST--

BING-BONG!

OH, NO!

BEN, YOU JUST STAY OUT OF SIGHT!

"CREAUX DIDN'T DRESS LIKE ANYONE WORKING ON A POLICEMAN'S SALARY, AND EVEN WITH HIS LIMP, HE WALKED LIKE HE OWNED THE PLACE...

"LIKE HE OWNED ALL OF NEW ORLEANS.

"I WANTED TO STAY OUT OF SIGHT AT FIRST, AFRAID OF TANGLING WITH THE LAW IN ANY WAY. I WAS WANTED ON SUSPICION OF MURDER IN UTAH, AND IN TROUBLE WITH CORRUPT COPS THERE..."*

*AS SEEN IN SPIDER-MAN: THE LOST YEARS. --TOM

YOU KNOW WHAT I'M HERE FO', WOMAN. WHERE IS IT?

SGT. CREAUX, I'M SORRY, I JUST CAN'T. THINGS BEEN SO SLOW HERE...

$15— All Masks

JAZZ FEST IS COMIN' NEXT WEEK, AN' THEN-- OW! OW! PLEASE...

YOU HEAR ME... WE GOT AN ARRANGEMENT, AND YOU OWE ME WHAT I SAY, WHEN I SAY! FO' PROTECTION! I MEAN, WHAT IF SOMBODY CAME IN HERE...

SMASH!

...AND BUSTED UP ALL YOU STUFF, LIKE THIS?

NO! PLEASE!

PLEASE! I TRY TO GET YOU YO' MONEY BY TOMORROW, BUT DAT'S DE EXPENSIVE STUFF! DON'--

NOW YOU THINK YOU CAN PUT YO' HAND ON CREAUX?

MAYBE YOU DIDN'T LEARN FROM YO' SON WHAT HAPPENS WHEN YOU MESS WITH CREAUX!

CRACK!

UNGH!

NOOOOO!

"THAT'S WHEN IT ALL BURST OUT OF ME--ALL THE RAGE AND ANGER AT EVERYONE THAT HAD EVER HURT ANYONE I LOVED. EVERYONE THAT HAD TAKEN MY OLD LIFE AWAY FROM ME...

"ALL OF IT WAS PERSONIFIED BY CREAUX...

"I SLAMMED INTO HIM WITH THE FORCE IT WOULD HAVE TAKEN ME TO JUMP FROM ONE BUILDING TO THE NEXT.

SLAM!

GRAASH!

KRSSH!

"I'M STILL AMAZED HE HAD ANY FIGHT LEFT IN HIM!"

SPWOK!

UNGH!

KRASSH!

KRRISHH!

AAAGH!

AAGHH! OH, GAH! AAAGH! YOU SONNUVA #%*!! I BLIND! MAH EYE!

GET UP! YOU'RE NOT BEATIN' ON OLD LADIES NOW!

"I KNOW NOW I SHOULD HAVE BEEN PAYING MORE ATTENTION, BUT I WAS USED TO GOING HEAD-TO-HEAD WITH THE LIKES OF DOC OCK AND KRAVEN... I FIGURED THIS GUY WAS NOTHING.

"I DIDN'T NOTICE HIS HAND GOING INTO HIS COAT."

HELLO?

PUBLIC INTEGRITY DEPART-MENT...

PLEASE HURRY-- HE'S HERE AND HE'S BUSTING UP MY STORE...

C'MON! GET UP!

"MY SPIDER-SENSE DOESN'T SAY TO ME SPECIFICALLY, 'HEY, HE'S GOT A GUN!' OR 'LOOK OUT FOR THE PUMPKIN BOMB!'"

YOU OKAY, MS. NELLIE?

"OR 'WATCH OUT FOR THE VOODOO POWDER IN CREAUX'S HAND!'"

"I TOOK A BIG FACEFUL. OVERCONFIDENT. NOT LISTENING TO MY SENSE WARNING ME. THE SPLIT SECOND I LOOKED AWAY WAS ALL IT TOOK."

UUGH!

NOW, BOY...

...NOW YOU GON' LEARN WHAT HAPPENS WHEN YOU MESS WIT' DE LAW IN NEW ORLEANS!

YOU GON' PAY DEAHLY FO' WHAT YOU DONE TO CREAUX'S EYE!

"SUDDENLY, MY BODY CEASED TO RESPOND. PANIC QUICKLY SET IN AS MY LIMBS TURNED RIGID AND USELESS.

"POWERLESS TO RESIST, EVEN GRAVITY BECAME MY ENEMY."

I OUGHTA... DRAG YOU BODY OUT... FULL OF BLOODY HOLES ...TO DE SWAMP AND LET YOU DEAL WIT' DE GATORS. YEAH... DEY KINDER DAN ME, I GUAR-AHN-TEE...

HEAH ME? FIRST... I'M GON'... DO TO YO' FACE... WHAT YOU DID TO MINE, AND THAT... THAT'S JUST FO' DE BEGINNIN'...

AND DE BEST PART IS, I KNOW YOU CAN HEAR EVERY WORD, CAN'T YOU, BOY?

CLICK!

I KNOW YOU GON--

AAHG!

SMACK!

ENOUGH!

DAT ENOUGH! LEAVE HIM BE! MY GOD, 'AVEN'T YOU HAD ENOUGH KILLING? 'AVEN'T YOU TAKEN ENOUGH FROM ME?!

JEST YOU TAKE YOU GUNS AND YOU VOODOO AND GET OUTTA MY STORE!

POSTCARDS

"DEFIANTLY, MS. NELLIE JUST STOOD THERE, ALMOST RESOLVED, IT SEEMED, TO THE CONSEQUENCES OF HER BRAVERY.

"IN A FURY, CREAUX THREATENED HER, SCREAMING AND RANTING AND CURSING. BUT SHE WOULDN'T BUDGE.

"AND I LAY THERE, WATCHING IT ALL THROUGH SEEMINGLY DEAD EYES, UNABLE TO HELP...

"BUT THAT'S WHEN THE CAVALRY ARRIVED."

DROP THE WEAPON AND PUT YOUR HANDS ABOVE YOUR HEAD! DROP IT!

"THE PLACE WAS SURROUNDED BY THE NEW ORLEANS VERSION OF INTERNAL AFFAIRS, THE PUBLIC INTEGRITY DEPARTMENT, COMMITTED TO STOPPING CORRUPTION WITHIN THEIR FORCE IN HOPES THAT THE FEDS WOULDN'T STEP IN AND TAKE OVER FOR THEM.

"CREAUX WAS OBVIOUSLY ONE OF THE OLD GUARD, AND WASN'T TAKING WELL TO HIS ONCE-FELLOW OFFICERS TURNING ON HIM..."

YOU #*%$!! YOU KNOW WHO YOU MESSIN' WITH?! GET THAT GUN FROM MY FACE!

SGT. CREAUX, PUT YOUR HANDS ABOVE YOUR HEAD AND...

"LITTLE DID CREAUX KNOW HE WAS HELPING ME BY CREATING A DIVERSION... MS. NELLIE SEIZED THE MOMENTARY DISTRACTION OUTSIDE TO TURN ME OVER."

OH, BEN, I SEEN DIS BEFORE... YOU IN TROUBLE. BUT MS. NELLIE IS HERE. DON' YOU WORRY... JUS' 'CAUSE I DON' LIKE VOODOO DON' MEAN I CAN'T FIGHT IT!

YOU LUCKY, BEN... SEE, MY MOMMA WAS A VOODOO PRIEST-ESS BEFORE SHE MET MY DADDY, WHO WAS A PREACHER.

SO YOU COULD SAY I GOT DE BEST O' BOTH WORLDS.

NOW JUS' DRINK THIS UP.

"I FELT THE LIQUID WORK ITS WAY DOWN MY STILL THROAT LIKE SWEET LAVA, AND SLOWLY, PAINFULLY, LIFE BEGAN TO RETURN TO MY BODY."

TH-THANK... YOU...

THANK YOU, BEN, THANK YOU...

"AS SHE PULLED ME INTO THE BACK ROOM, MY SENSES WERE COMING AROUND. AND, MOMENTS LATER, I WAS MAKING MY WAY OUT OF NEW ORLEANS VIA THE ROOFTOPS.

"I COULDN'T RISK BEING QUESTIONED BY THE POLICE, WHAT WITH THE WARRANTS OUT FOR MY ARREST.

"I NEVER FOUND OUT WHAT BECAME OF MS. NELLIE. I CALLED THE STORE ONCE FROM THE ROAD AND THE NUMBER HAD BEEN DISCONNECTED."

I THOUGHT I'D SEEN THE LAST OF CREAUX... UNTIL NOW. I FIGURED HE'D BE IN JAIL. BUT CORRUPTION IS A CANCER THAT REACHES ALL PARTS OF THE BODY.

PRIVATE

RIGHT THROUGH HERE, GENTLE-MEN...

MEANWHILE, BACK AT THE BAR...

SO, CHERE, WHERE'S DE BOYFRIEND? DON' TELL ME I SCARED HIM OFF WIT' MY JOKING!

ACTUALLY, HE JUST UP AND LEFT.

I THINK HE FOLLOWED YOUR FRIEND INTO THAT BACK AREA. WHAT, ARE YOU GUYS HAVING A PRIVATE PARTY BACK THERE, OR--

I HATE TO LET SUCH A PRETTY LADY OUT OF MY SIGHT TWICE, BUT I NEED TO CHECK ON SOMETHING...

JEEZ, WHAT IS IT-- MY BREATH?

I'M AFRAID I'LL HAVE TO DECLINE YOUR OFFER.

I SENT MR. CREAUX HERE AS MY LIAISON, ST. PIERRE. NOW YOU'VE DONE ME THE GREAT DISCOURTESY OF MAKING ME COME DOWN HERE MYSELF, TO SHOW YOU WE MEAN BUSINESS.

MR. TOMBSTONE, I--

SHUT UP. I'M TALKING. SHOW HIM, CREAUX.

WHAT I HOLD IN MY HAND IS DE FUTURE, JAQUES. BETTER THAN HEROIN, BETTER THAN COCAINE.

IN HAITI, PEOPLE THOUGHT IT WAS MAGIC... VOODOO...

FOR, IN SMALL DOSES, YOU GET HIGH, YOU SEE GOD. BUT IN LARGE DOSES...

TOMBSTONE! GUESS MY NIGHT OF FUN IS OVER-- IT'S TIME TO GO TO WORK!

...YOU GET PARALYZED, YOUR BODY SHUTS DOWN. AND IN A FEW HOURS...

...YOU DEAD.

IF WE PUT THIS INTO DE AIR CONDITIONER HERE, DE PEOPLE WILL BE BACK EVERY WEEK FOR MORE, ONCE DEY INTRODUCED TO IT.

DEY WON'T EVEN KNOW THAT DEY ALREADY HOOKED!

YOU HAD YOUR CHANCE, ST. PIERRE. I'M GOING TO RULE MANHATTAN ONCE I START SELLING THIS STUFF! I'LL BE BIGGER AND MORE POWERFUL THAN WILSON FISK EVER WAS!

CREAUX SAID YOU HAD A GOOD REPUTATION IN NEW ORLEANS. IT'S TOO BAD FOR YOU YOU GOT WEAK ON THE VERGE OF TRIUMPH!

LET'S GET TO IT.

...THEN YOU GON' BEG ME TO FORGIVE YOU...

...WHICH I WON'T. YOU DEALIN' WIT' GAMBIT NOW.

FIRST YOU GON' TELL ME WHAT YOU DONE TO MY FRIEND...

WHO...?

KILL THIS PIECE OF $#*%!

NEW ORLEANS

YOU GOT IT.

GAMBIT'S MUTANT TALENT LETS HIM CHARGE ANY OBJECT WITH EXPLOSIVE KINETIC ENERGY! THE RESULT...

ZZAK!

AARGH!

ZZAK!

...IS DEVASTATING!

YOU MADE A BIG MISTAKE MESSIN' WITH JAQUES... AND PULLIN' A GUN ON ME!

NNNFF!

WHUAP!

FOOL...

...YOU DON'T TURN YOUR BACK ON TOMBSTONE!

I DON'T GO DOWN THAT EASY!

UKK!

DAT'S IT, HOLD HIM!

GO AHEAD AND SHOOT. I'M BULLETPROOF.

JUST LET CREAUX GET HIS AIM...

HEADS UP, BOYS!

AW, NO!

WHA--?

DUCK!

KRACK!

URK!

#%$!! HE JAMMED MY GUN WIT' HIS WEB!

THANKS, MON AMI!

NOW I'LL JUST TAKE CARE OF-- ;HIP!;

GRRR!

GUESS I'M STILL DEALING WITH--

YOOUUU!

BRKRESH!

GO, CREAUX! CARRY OUT THE PLAN!

WHOA!

MOVE!

HEY!

OOF!

THIS IS BAD... THIS IS VERY BAD...

THIS IS THE *LAST* TIME I GO NIGHT-CLUBBING...

SPLOOSH!

SNAP!

NRR...GET OUTOF DE WAY! MOVE!

HEY, WATCH IT, MAN!

PLEASE DO NOT SET DRINKS OR SIT ON AIR CONDITIONER

CREAUX!

DOWN, BOY! WHOA!

HEY, YOU'RE RIPPING MY SUIT! THIS'LL COST PLENTY TO *REPLACE!*

THWIP!

SNAP!

ALL CREAUX NEEDS TO DO IS DROP THE BAG INTO THE VENT, AND HIS POWDER WILL SHOOT OUT ACROSS THE UNWITTING CROWD, TURNING THEM ALL INTO HELPLESS ADDICTS THE SECOND THEY SIMPLY INHALE.

THOUSANDS OF ADDICTS, WILLING TO ROB, CHEAT OR STEAL TO GET BACK TO THE CLUB AND PAY ANY PRICE TO GET SOME MORE OF WHAT CREAUX AND TOMBSTONE OWN EXCLUSIVELY. TOGETHER, TOMBSTONE AND CREAUX WOULD RULE THE NEW YORK DRUG SCENE.

IT WAS A GREAT PLAN...

CREAUX!!

LET'S GO! IT'S OVER!

YOU GON' PAY FOR WHAT YOU DONE TO JAQUES, CREAUX! YOU GON'--

WHOAAA!

THREE SECONDS BEFORE THE BAG HITS THE CROWD LIKE NERVE GAS.

AHHH!

:pant-pant: ...STINKING REPTILES... TEETH ... I OUGHTA--

DO NOT FEED! LIVE CROCODILES! CAUTION!

WHUH-OH!

THREE...

NOW WE FINISH THIS, FREAK!

WHO ARE YOU CALLIN'-- :WHOOF!:

THWIPP!

Artistic Fool

S'OKAY... I DIDN'T NEED THOSE RIBS...

WUMP!

TWO...

WHAT'S TH--?

FWAP!

ONE.

FLAPPT!

C-CAN'T BREATHE... GRIP LIKE IRON...

DON'T PASS OUT ...DON'T... PASS...

I'M GONNA--

YOU'RE GONNA PUT HIM DOWN, GENTLY!

WHO THE--

DEWITT, NARCOTICS UNDERCOVER! YOU'RE UNDER ARREST, TOMBSTONE!

H-HEY, YOU OKAY?

THANKS, I'M--

CHERE, NO! GUNS DON' HURT HIM!

YOU %#$*!!! YOU RUINED IT! YOU RUINED THE WHOLE THING! I WAS GONNA BE *KING* OF THIS TOWN!

YOU THINK YOU'RE GOING TO ARREST *ME*? *YOU*?!

GO ON. TELL YOUR BOYS TO TAKE A SHOT NOW, WHEN THEY MIGHT HIT YOU!

gak!

uhhhnn...

whuh...? M-MEREDITH?

PUT DE LADY DOWN!

WHUD!

GRRUN!

UUHHN!

DAT'S NO WAY TO TREAT A LADY!

WHOK!

FIND YOUR OWN DATE, TOMB-STONE!

WHOAP! I GOTCHA!

HE GOIN' DOWN!

CHOK!

KA-WHAM!

I THINK HE'S OUT. YOU THINK HE'S OUT?

YEAH, NOT MUCH LEFT IN HIM.

GEEZ, IT WAS LIKE CHOPPING DOWN AN OAK WITH MY HANDS! THOUGHT HE'D *NEVER* GO DOWN!

WE DID HIT HIM HARD!

YEAH, WELL... HE CALLED ME A FREAK.

LATER...

PARAMEDICS ARE ON THEIR WAY TO LOOK AFTER YOUR FRIEND... I'M SORRY...

THANKS SO MUCH FOR YOUR HELP.

NO PROB, CHERE. YOU Á TOUGH LADY. YOU GOT A HARD JOB.

NYSF

NYSF

NYSF

WHAT HAPPENED TO SPIDER-MAN?

A GOOD QUESTION...

I'M GON' CHECK ON JAQUES, WAIT FOR DE AMBULANCE. 'SCUSE ME...

HERE YOU ARE... WHAT ARE YOU DOING?

HOLD ON... I THINK HE'S GOING TO BE OKAY. HE'S COMING AROUND...

MMMNN..

HEY! WHERE'D YOU LEARN VOODOO CURES, SPIDER-MAN?

AN OLD FRIEND SHOWED ME ONCE. SAVED MY LIFE.

DE'RE NOTHING LIKE OLD FRIENDS, MON AMI.

YOU EVER IN TROUBLE, YOU CONSIDER GAMBIT ONE O' YOURS.

THANKS, GAMBIT. A GUY CAN NEVER HAVE TOO MANY FRIENDS!

WAAUGH!

BLAH! BLAH! BLAH! CAN WE GET ON WITH IT NOW? I THINK YOU'VE WAITED LONG ENOUGH FOR MY STORY!

SIDESHOW

JUST ANOTHER TRANQUIL EVENING ON THAT ISLAND PARADISE CALLED MANHATTAN.

SAY WHAT?

...TALKING REPTILES--A WHOLE GANG OF 'EM--!

WHOOPIN' AND HOLLERIN'...!

YELLIN' SUMPIN' ABOUT *COWS* AND *BONGOS*...!

THEY PICKED A FIGHT WITH THIS LITTLE MAN IN A *SPACE-SUIT*...!

...NOT A SPACE-SUIT, SOME KINDA *ARMOR* OR SUMPIN'...

STEVE GERBER - writer
JAMES FRY - artist
CHRIS IVY - inker
TOM SMITH - colorist
DIGITAL CHAMELEON - seps.
BILL OAKLEY - letterer
TOM BREVOORT - editor
BOB HARRAS - editor in chief
HOWARD THE DUCK CREATED BY STEVE GERBER

WHATEVER HAPPENED, I'M OBVIOUSLY WAY LATE.

WHOEVER BROKE INTO THAT *VAN* IS LONG GONE.

ALL THAT *RACKET*--IT SOUNDED LIKE *BRUCE LEE* FIGHTING A *GARBAGE CAN!*

THE TORTOISE-LOOKING GUYS *GAVE UP* AND CRAWLED INTO THE *SEWER!*

AND THE SPACESUIT GUY JUST *WADDLED* AWAY, DISGUSTED WITH IT ALL!

KUNG FU TORTOISES AND WADDLING SPACEMEN. OH, BROTHER...!

SO, OFFICER--DID THESE PEOPLE *ALL* EAT SPICY FOOD BEFORE BEDTIME, OR WHAT?

BEATS ME, BUB. *SOMETHING* RIPPED THAT TRUCK OPEN--BUT, *uh*, I THINK I'M GONNA LEAVE THE EYEWITNESS ACCOUNTS OUTTA MY *REPORT.*

CAN'T *BLAME* HIM, EVEN THOUGH IT--

WHAT THE--*PIGEONS?* AT THIS TIME OF NIGHT?!

PLOK!

NO--IT'S *WEBBING!*

SORRY ABOUT THE SLOPPY *GREETING*, PETE. DIDN'T WANT TO CALL *ATTENTION* TO MYSELF.

DEADLY *DULL*, FOR A CHANGE. NABBED A GUY TRYING TO BREAK OPEN A *PAY PHONE*, BUT THAT'S ABOUT IT. *YOU?*

HEY, BEN. HOW'S IT GOING?

I JUST BLEW A ROLL OF FILM ON A BUSTED TRUCK AND A *MASS-HALLUCINA-TION...!*

HALF A BLOCK SOUTH...

YO! TIBOLDT! CAN YOU SEE WHAT'S GOIN' ON?

NO, MR. CROUCH. BUT THE COMMOTION SEEMS TO HAVE *DIED DOWN*, FINALLY.

WHICH IS ALTOGETHER TO MY *LIKING*. THE LAST THING I NEED IS *POLICE* AT MY DOOR.

KNOCK! KNOCK!

DELIGHTFUL. THEY'LL ASK WHAT I SAW, AND BEFORE I CAN UTTER A *SYLLABLE*, THEIR EYES WILL LIGHT UP AND--

"HEY! AIN'T YOUSE THE *RINGMASTER*? WE'RE TAKIN' YOUSE IN FOR QUESTIONING!"

KNOCK! KNOCK!

THE RUBES NEVER CHANGE.

YES, OFFICER, WHAT CAN I DO FOR-- *HELLO?*

DOWN HERE, RINGO!

WHAT? WHO *ARE* YOU? WHAT DO YOU *WANT*?!

A LITTLE OF *THIS*, A LITTLE OF *THAT*. I WON'T STAY LONG.

I'M OFF TO JOIN THE *CIRCUS!*

BLAM!

GUNSHOT! IT CAME FROM THAT BUILDING! KEEP AN EYE OUT FROM THE ROOFTOPS--I'LL CHECK INSIDE!

BE CAREFUL, PETE! YOU'VE GOT A WIFE AND KID TO THINK ABOUT!

AS IF I NEEDED REMINDING...!

I NEVER STOP THINKING ABOUT--

OH, MY GOD--!

!

WHAT ARE YOU STANDING THERE FOR?! SOMEBODY CALL AN AMBULANCE! THIS MAN IS--

THE RINGMASTER--!

NO... NOT ANYMORE... I QUIT ALL THAT... NO MORE CIRCUS... NO MORE CRIME...

I HELP THE ARMY... FBI... YOU MUST... BELIEVE ME... DANGER...

THE ELF... THE ONE WHO SHOT ME... STOLE SOMETHING... DANGER-OUS... VERY DANGER... OHHHNNNNN-

ONE SIDE, PAL! WE'VE GOT TO GET HIM TO THE HOSPITAL!

AN ELF?

I'LL GO WITH YOU.

E.S.U. MEDICAL CENTER. SOME TIME LATER.

AN ELF.

HE MUST'VE BEEN DELIRIOUS. OR I MISUNDER-STOOD. OR--

AH! I WAS HOPING YOU'D SHOW UP! DID YOU SEE ANYONE FLEEING FROM THE BUILDING?

NOT A SOUL.

THE GUY THEY CARRIED OUT-- IT WAS THE RING-MASTER, WASN'T IT?

YEAH.

DID HE GET A LOOK AT THE SHOOTER?

YEAH, BUT I THINK HE WAS HALLUCIN-ATING, TOO.

HE CLAIMS AN ELF SHOT HIM AND TOOK SOMETHING DANGEROUS FROM HIS APARTMENT. IF HE MEANS HIS OLD HYPNOTIC DISC...!

MAKES YOU WONDER WHERE THE CIRCUS OF CRIME HAS ITS TENT PITCHED THESE DAYS.

DOESN'T IT, THOUGH?

CLEVELAND.

NO SHIRT
NO SHOES
SERVICE

I'M TELLING YOU, THIS IS GOING TO BE TROUBLE.

AND I'M TELLING YOU-- NOT IN A LITERALIST CULTURE. THE SIGN SAYS NO SHIRT, NO SHOES...

... IT'S SILENT ON THE SUBJECT OF PANTS.

YUH-YUH-YUH-YOU'RE A-- DUCK!!

Donner's IS HAPPY TO SERVE YOU

Pleas wait to be seate

IT DOESN'T SAY ANYTHING ABOUT DUCKS, EITHER.

TWO FOR DINNER.

SEE? WE GET OUR BOOTH, WE CHOW DOWN, AN' WE GO TO THE MOVIES AS PLANNED!

AS LONG AS SHE DOESN'T HAVE TO THINK FOR HERSELF--

;sigh; OKAY, ALREADY-- YOU WIN! YOU GET TO PICK THE MOVIE!

MAYBE I *SHOULDA* WORN PANTS. THIS SEAT FEELS *STICKY*.

YOUR WAITRESS WILL BE RIGHT WITH YOU.

LET'S SEE WHAT'S PLAYING.

OKAY, WELL, WE'VE GOT A *LOT* OF CHOICES HERE.

THREE ACTION-COMEDIES.

TWO SCI-FI ACTION-COMEDIES.

A SCI-FI ACTION-COMEDY LOOSELY BASED ON A JANE AUSTEN NOVEL.

THREE BUDDY-COP DRAMAS, STARRING COMEDIANS.

TWO TRIUMPH-OF-THE-HUMAN-SPIRIT PICTURES.

ONE BAD-WEATHER MOVIE.

AND PAULY SHORE IN A REMAKE OF "TAXI DRIVER."

CLEVELAND WIPE

YOU COULD FIND MORE ENTERTAINMENT IN A *CAR ACCIDENT*.

ANYWAY, LET'S *EAT* FIRST. I'M DYING FOR A BIG, JUICY *CHEESEBURGER* WITH--

DYING IS RIGHT!

WHAK!

HAVE YOU ANY *IDEA* WHAT *RED MEAT* DOES TO YOUR *KIDNEYS* ?!?

AND WHAT ABOUT THE *REST* OF US WHO HAVE TO BREATHE THE *SAME* AIR?!?

WAIT. HOLD IT. WHAT'S A CHEESEBURGER GOT TO DO WITH AIR QUALITY?

IGNORANT AS EVER! ;tsk; ALL THESE YEARS, AND YOU HAVEN'T LEARNED A THING!

SIDE-STREAM CHOLESTEROL!!

WHEN THEY GRILL THE FLESH OF A MURDERED COW, WHERE DO YOU THINK ALL THOSE FATTY GLOBULES GO?!?

STRAIGHT TO YOUR HIPS, APPARENTLY!

;gasp; HOW DARE YOU--?!

AMERICA INHALES YOUR GLOBULES! AND THEY TRAVEL THROUGH THE SINUSES TO ATTACK THE KIDNEYS OF INNOCENT CHILDREN!

LEMME GO, BEV-- I SEE A COW THAT NEEDS MURDERIN'--!

THERE! YOU SEE, EVERYBODY?! HE ADMITS HE CAN KILL WITHOUT CONSCIENCE!

HE'S AN ANIMAL! HE DOESN'T BELONG IN THE SAME ROOM WITH A HEALTHY KIDNEY!

WHY'D YOU PULL ME AWAY? I CAN'T *STAND* LETTING HER *WIN!*

IT'S AN AFFRONT TO FREUD'S *PLEASURE PRINCIPLE.*

TRUST ME, HOWARD-- UNDER THE CIRCUMSTANCES, *FREUD* WOULD LEAVE, TOO.

OH, *RATS*-- I LEFT THE PAPER WITH THE MOVIE SCHEDULES BACK AT THE *TABLE!*

Donner's

NO SHIRT

FORGET IT, DOLL. I'VE HAD *ENOUGH* ACTION-COMEDY FOR ONE NIGHT.

AND AS FOR A TRIUMPH-OF-THE-HAIRLESS-APE-SPIRIT STORY...

HEY! WHY DON'T WE *FORGET* THE MOVIES ALTOGETHER, DUCKY?

LET'S GO TO THE *CIRCUS!*

CIRQUE DU SOM SM

FEATURING RELF THE ELF

A CIRCUS THAT MAKES YOU WALK IN YOUR SLEEP?!

OH, THAT'S JUST SOME KIND OF *SYMBOLISM.*

IT'S GOT "*DU*" IN THE NAME. IT'S ONE OF THOSE *ART* CIRCUSES!

YEAH, WELL-- *TOMORROW* NIGHT, OKAY? I CAN'T HANDLE ANY MORE *SYMBOLISM,* EITHER!

SUNSPOT HILL FAIRGROUNDS.

WHAT THE #$*%o ARE YOU STARING AT--?!

CIRQUE DU FREAKISM

I SAID I'D GET RING-MASTER'S HYPNOTIC THINGY, AND I GOT IT!

SO WHAT'S THE PROBLEM?

RINGMASTER'S DEVICE IS A DISC, SQUIRT! YOU KNOW, ROUND AN' FLAT--

--LIKE YOU'RE GONNA BE IN A MINUTE!

YOU SAID YOUR RACE WAS ADVANCED FAR BEYOND HUMANKIND.

OBVIOUSLY NOT IN SOLID GEOMETRY!

HOW WE GONNA PUT'A THE AUDIENCE TO SLEEP WIT'A FREAKIN'A UKULELE?!?

I OUGHTA SMASH'A THAT THING AND YOU HEAD ALONG WIT' IT!

HAD WE SOUGHT AN INCOMPETENT TO LEAD US, ELF, WE COULD HAVE CHOSEN AMONG OURSELVES!

OUR BARGAIN, SIR, IS OFF!

YOUR CALL, GUYS. AND JUST TO SHOW YOU THERE'S NO HARD FEELINGS, LEMME OFFER YOU SOME PEANUTS.

LEAD ONES!!

BANG! BANG! BANG! BANG!

:hrrugh:

:uggh:

DON'T WORRY, PRINCESS --I'M NOT GONNA SHOOT YOU.

I NEED YOU ALIVE-- TO TELL THEM THEY WERE DEAD!

:aaghh:

W-WHAT--?!

YEAH, I KNOW. IT'S CONFUSING. JUST WATCH--!

INSTANT SURGERY! FIRST, CANNONBALL...

...THEN, GREAT GAMBONNOS NUMERO UNO...

...AND NUMERO, uh, TWO-O...

...AND LASTLY, OUR HIGHLY UNAMUSING CLOWN!

HERE, SLUGS! COME TO DADA!

FIP

FLIP

THIP

GLOOK

:gasp: WHAT DO YOU NEED WITH A BUNCH OF SECOND-RATE LOWLIFES LIKE US?!

YOU HAVE THE POWER OF LIFE AND DEATH!

YOU'RE-- A GOD!

heh. I WISH.

THERE'S THIS WHOLE RIGMAROLE-- RATIOS OF TIME TO DAMAGE POINTS TO MANA LEVEL--!

:ptuii:

ELVEN MAGIC IS HARDER TO SCORE THAN A ROLE-PLAYING GAME--

--AND I'M LOUSY AT MATH.

SO, YOU SEE--WE CAN USE EACH OTHER!

JUST HELP ME FIND THE TRUCK DRIVER THAT FLATTENED MY UNCLE MELF --AND I'LL MAKE YOU OBSCENELY RICH.

FAIR ENOUGH?

THE DAILY BUGLE. NEXT MORNING.

SPIDER-MAN MENACE!

STUNT CITY

WHAT'S THAT, PETER? ANOTHER MAGGIA EXPOSÉ? WHO'S GAMBONNO?

YAHOO DOESN'T KNOW EITHER, BETTY. I'M NOT GETTING ANY MATCHES ON MY SEARCH.

WELL... WHAT ARE YOU LOOKING FOR?

OH, CIRCUS BOOKINGS... ELVES...

TRY THE TICKETMUGGER WEBSITE. ANY PLACE YOU PAY TO GET IN, THEY KNOW ABOUT IT.

BINGO!

RINGMASTER'S OLD CRONIES MAY HAVE A NEW NAME, BUT I'LL BET THEY'RE UP TO THE SAME OLD TRICKS...!

CIRQUE DU SOMNAMBULISM

FEATURING RELF THE ELF

ONE WEEK ONLY
CLEVELAND, OHIO
SANDSPOT HILL FAIRGROUNDS

NOW IF I CAN JUST WRANGLE A PLANE TICKET OUT OF ROBBIE...!

BETTER NOT MENTION ANY-THING ABOUT ELVES.

THE DAILY GRIND.

CLEVELAND?! AND YOU COULD ONLY SCORE ONE TICKET, huh? OH NO, PETE, DON'T WORRY--!

I'LL BE THERE FOR TONIGHT'S PERFORMANCE. COUNT ON IT!

HEY MEG!

E.S.U. MEDICAL CENTER.

IT'S THE TRUTH --I *SWEAR!*

THE *CHICAGO POLICE* SENT THAT SITAR TO THE FBI -- AND THE FBI SENT IT TO *ME* TO EXAMINE!

THEN WHERE'S YOUR *DISC*, RINGO? WE *RANSACKED* YOUR APARTMENT, AND IT'S NOT THERE!

THE FBI--THEY MUST HAVE *COME* LOOKING FOR THEIR EVIDENCE-- *AFTER* YOU SHOT ME--

--AND TAKEN THE DISC BY *MISTAKE!* FOR ALL I KNOW, THEY SHIPPED IT TO *CHICAGO!*

hmph. WOULD HE *LIE*, AND RISK GETTING *SHOT* AGAIN?

MAYBE. WITH A DOCTOR *THIS* CLOSE, HE--

NAH. NO WAY.

OH, WELL. NICE *SEEING* YOU AGAIN, TIBBY. FEEL BETTER!

PLEASE! JUST!-- GO!--

AWAY!

EEEEEEEEEEEEEEEEEEEE!

AAAH, RELAX AND ENJOY THE RIDE! THIS BABY'S SAFER THAN YOUR AVERAGE *VALUJET!*

HELLO? *CHICAGO POLICE?* YEAH--YOU GOT ANYONE ON DUTY WHO'S INTERESTED IN A *SITAR?*

IT'S FOR *YOU*, FIN-HEAD. THAT *RALPH* FROM NEW YORK AGAIN...!

OKAY, FLATFOOT. HERE'S THE DEAL: THE SITAR FOR THE *DISC.*

CLEVELAND. NINE P.M. WAREHOUSE--CORNER OF FLOSS AND REGRET. COME *ALONE.*

YOU'RE ON-- BUT CAN I BRING A *DUCK* WITH ME?

FUN-*NEE.* SURE, YEAH. BRING *TWO* DUCKS--AND A *GOOSE!*

JUST BE SURE YOU BRING THE *DISC!*

JFK AIRPORT. RUNWAY FIVE.

THIS WAS THE LAST FLIGHT OUT TO CLEVELAND. DIDN'T SEE *BEN* GET ON BOARD...!

GUESS HE COULDN'T MAKE IT AFTER-- *HUH?!*

OH, BROTHER.

THIS IS EITHER GONNA BE AMAZING, SPECTACULAR, *AND* SENSATIONAL--OR REALLY, REALLY *PAINFUL!*

THWIP! THWIP!

RRUMMBLE!

SHOOM!

PETER'S PROBABLY KICKING BACK WITH PEANUTS AND A BEVERAGE RIGHT ABOUT NOW.

I DON'T EVEN GET A PRES-SURIZED CABIN--!

CLEVELAND. SUNSPOT HILL FAIRGROUNDS.

UM, HOWARD? WHY IS EVERYBODY ELSE WALKING *AWAY* FROM THE TENT?

DID YOU CONSIDER THE *OBVIOUS*? MAYBE THEY'VE GOT BETTER *TASTE* THAN WE HAVE!

OH NO, DUCKY! LOOK! THAT'S *TERRIBLE!*

NO SHOW TONITE

YEAH. CAN'T EVEN SPELL A *TWO-SYLLABLE* WORD...!

LET'S TAKE A *PEEK!* I'VE NEVER *SEEN* A CIRCUS FROM BACKSTAGE!

YEAH, WELL, *I HAVE,* AND--

:gulp!:

--AND IT WAS *THIS ONE!* *

HOWARD, *STOP!* WHAT'S WRONG?

TRUST ME, TOOTS--THESE ARE *BAD* PEOPLE. BACK QUIETLY AWAY, AND PREPARE TO RUN LIKE--

:waaaughh:

HOWARD--?!

* HOWARD MET THE CIRCUS OF CRIME IN HOWARD THE DUCK #25-27--TOM.

OKAY-- YOU KNOW MY NAME! DO I KNOW YOU?

WHOOPS!

IF YOU DO, PLEASE INTRODUCE ME!

CIRQU

WELL, I SEE IT-- BY MY VERY OWN ALKALINE-POWERED SPIDEY-SIGNAL--

--BUT I DON'T BELIEVE IT!

SPIDER-MAN!

YOU'RE-- A TALKING DUCK!

YOU BEEN SNIFFING YOUR WEB-JUICE OR SOMETHING?

WE DANCED THIS FANDANGO YEARS AGO, BUG-BOY!

WE WHA--?

OHHH.

INTERREGNUM ERROR?

shhhh!

:tsk: YOU BOYS AND YOUR LITTLE SECRETS! WHAT I WANT TO KNOW IS--

--WHY WOULD A CIRCUS TROUPE LEAVE FOR A NIGHT ON THE TOWN-- STILL DRESSED IN SPANGLES AND TIGHTS?

YOUR GIRLFRIEND ASKS ALL THE RIGHT QUESTIONS, MR. TALKING DUCK!

CIRQUE DU SOMNAMBULISM

CIRQUE

CORNER OF FLOSS AND REGRET. NINE PM.

MY SPIDER-SENSE IS TINGLING! SOMETHING **WEIRD** IS GOING ON HERE...!

MY FIN ITCHES! NEVER A GOOD SIGN...!

I'M HERE TO SEE A **MAN** ABOUT A **SITAR**.

WELL, YOU'LL HAVE TO SETTLE FOR AN **ELF**.

HAND OVER THE **DISC**.

SORRY, SQUIRT--I'M TAKING THAT DISC BACK TO ITS **OWNER**.

RATS! I KNEW THIS WAS GOING TOO SMOOTHLY!

COME **ON**, HOWARD-- MAYBE WE CAN **HELP!**

YEAH, OR MAYBE WE COULD GET OURSELVES **KILLED**.

LEAVE THE HEROICS TO THE **HEROES**, BEV.

BEV...?

THE ONLY THING YOU'RE **TAKING**, WEB-HEAD, IS A **BULLET** OR A **POWDER**-- WHICH'LL IT **BE**?

NEITHER!

YOU **GOT** IT!

:ungghh: ABOUT THAT POWDER-- CAN WE-- RENEGOTIATE--?

I'VE GOT A BETTER IDEA.

I'LL ACT RESPONSIBLY AND SAVE YOUR LIFE--

VHHISSH!

--IF YOU'LL STAGGER OFF IN A STUPOR TILL I GET THAT SITAR. FAIR?

OH. RIGHT. :vffwipt:

AND JUST WHO THE :vffwipt: ARE YOU?

KINDLY OFFICER :vffwipt: IGUANADON ?!

THWIIIPP!

:blearrghh!:

BETTER THAT-- THAN THE AMAZING INGRATITUDE-MAN!

BANG! BANG! BANG!

I LOVE A GOOD DUCK HUNT!

I SHOULD CONJURE A SPRINGER SPANIEL TO FETCH ME YOUR CORPSE!

DREAM ON, ELF!

WHERE DO YOU WANNA BE BURIED --THE NORTH POLE? OR UNDER THE TREE WHERE YOU BAKED YOUR FIRST COOKIE?

YOU KNOW, ELVES ARE SUPPOSED TO BE CUTE AND FRIENDLY!

SOMBODY OUGHT TO TEACH YOU A LESSON!

eh--?

YOU WANT CUTE? YOU WANT FRIENDLY? GO CHAT UP A PIXIE!

AND TAKE YOUR MITTS OFF MY HAT!!

CRACK!

ohhh...

YOU LITTLE WORM! I'LL MURDERIZE YOU FOR THAT--!

NO WAY, BUD! I'M WRITING THE END TO THIS FAIRY TALE!

BAM

:waaughh:

YOU-- YOU'RE A-- DUCK!!

:kwaaagh:

TRUCE, OKAY? ALL I WANT IS THIS DISC-- REALLY!

I SHOULD RUN YOU IN FOR ASSAULTING A PEACE OFFICER. BUT I'LL LET IT SLIDE. THIS TIME.

ANYBODY SEE WHERE THE ELF AND THE SNAKE LADY WENT? MY HEAD WAS STILL SPINNING--!

WAITAMINUTE! ISN'T THAT THE PIN-WHEEL FROM THE RINGMASTER'S *HAT*?

COME TO THINK OF IT... WHERE *IS* OL' RINGO?

ON THE *PERIPHERY*. APPARENTLY, HE'S GONE STRAIGHT.

HOW DO *YOU* KNOW ABOUT THE RINGMASTER, ANYWAY?

ME?! I WAS ONLY HIS *HOSTAGE* FOR A COUPLE OF WEEKS! HOW DO *YOU* KNOW ABOUT HIM?

WHO *ARE* YOU-- BESIDES SOME *YUPPIE* WITH A NIKON?

hee, hee, hee, hee!

WHOA! DUCK-- *DUCK!!*

SWOOSH WHOOSH

:'quack':

AWW. *TWO* SITTING DUCKS. WOULDN'T BE *SPORTING* OF ME TO HURL *BLADE BALLS* AT YOU WHILE YOU'RE DOWN, WOULD IT?

OF COURSE, I NEVER REALLY *WENT IN* FOR SPORTS...!

TWIP!

YOU'RE NOT MUCH AT *COMEDY*, EITHER, PAGLIACCI!

WHAT THE--?!

SPIDEY'S *LOANING OUT* WEB-SHOOTERS NOW?!

I *WANT* ONE!

SMASH!

WE GOT'A YOU CORNERED, SPIDEY-MAN!

JUST'A HAND OVER THE DISC, AND WE NO BEAT'A YOU UP SO MUCH. ONLY A LITTLE.

OOH. LIKE, I AM SOOO SCARED! THAT NEW LEATHER LOOK IS REALLY INTIMIDATING!

HERE--YOU GUYS CAN HAVE ALL THE DISC YOU WANT!

WHIRRRRR!

POP!

AIIEEE! MAMA MIA!

MADONE!

HOLY SMOKES!

GUESS THE RINGMASTER'S MADE SOME IMPROVEMENTS ON HIS DEVICE SINCE HE WENT LEGIT...!

OOF'A!

CRASH!

WHAT'S THAT SILLY LINE THEY SAY IN EVERY WAR PICTURE? RECEIVABLES? INBOX...?

SORRY?

NO, WAIT-- I REMEMBER! INCOMING!!

WHOA, NELLIE!

THE NAME'S *CANNONBALL*, FOOL! AND DO YOU *REALLY* THINK YOUR FLIMSY WEB CAN STOP *ME*?!

NO, BUT A *LAWYER* MIGHT. ISN'T THERE A "CANNON-BALL" IN THE *X-MEN*?

BIG JOKE. A PERFORMER'S NAME IS HIS *LIVELIHOOD*! I HAD THIS ONE *FIRST*!

MUST'VE TOUCHED A NERVE.

SPEAKING OF *BLASTS*...

NOW LOOK WHAT YOU MADE ME DO!!

I NEVER FIRED MYSELF THIS *HIGH* BE-FORE!

BLASTED MUTIES--ACT LIKE THEY OWN THE *WORLD*...!

TOWER TO CANNONBALL--DON'T *PANIC*! I'LL *TALK* YOU DOWN!

OKAY, OKAY...!

DOWN, BOY!

HREEK!

THIS IS MY STOP. HAPPY LANDINGS, CHUMP!

KRAK!

WHAMMO!

ROCK and ROLL HALL OF FAME

KABOOM!

HREEK...

THE CLOWN HAD IT RIGHT! YOU GUYS *ARE* A BUNCH OF UNEVOLVED *INCOMPETENTS!*

I'LL AVENGE UNCLE MELF-- AND FINISH MY *OWN* MISSION-- MY *OWN* WAY!

THAT SOUNDS SO LONELY. I CAN BE GOOD COMPANY...!

HREEK! HREEK!! *HREEK!!!*

CLEVELAND AIRPORT.

I'M TRULY FLATTERED, BEVERLY...

...BUT I'M A HAPPILY MARRIED MAN!

BESIDES, DON'T YOU AND THE DUCK HAVE A 'THING' GOING?

DR. KEVORKIAN AND DEATH HAVE A 'THING' GOING, TOO. IT'S NOT NECESSARILY THE WORLD'S MOST FULFILLING RELATIONSHIP.

HEY, BUD. BEFORE YOU CONCLUDE THAT THE TENSION HERE IS ALL MY FAULT, JUST REMEMBER--

IN A WORLD OF HAIRLESS APES, IT'S ALWAYS EASIER TO BLAME THE DUCK.

HADN'T THOUGHT OF IT THAT WAY. TRAPPED IN A WORLD YOU NEVER MADE, huh?

YOU'RE FUNNY.

WHATEVER HAPPENED TO SPIDER-MAN? HOW'S HE GETTING HOME?

OH, I'M SURE HE'LL FIND A WAY. HE'S VERY RESOURCEFUL. TAKE CARE, GUYS!

YOU, TOO-- WHOEVER YOU ARE.

Y'KNOW, WE NEVER FOUND OUT WHO OR WHAT THE ELF WAS, EITHER...

...OR THAT LITTLE SITAR...

...OR THAT BIG GREEN COP!

:sigh: MAYBE SOME MYSTERIES ARE BETTER LEFT UNSOLVED.

WHICH...

...BRINGS US NEATLY BACK TO THE MATTER OF OUR RELATIONSHIP.

I MEAN, REALLY-- DR. KEVORKIAN?! :quack:

End

APPROVED BY THE COMICS CODE AUTHORITY

REVELATIONS PART 1 of 4

SPECTACULAR

The SPIDER-MAN

MARVEL COMICS

SPIDER-MAN

NOV. '96 240

LUKE ROSS 96

A CLOISTERED, CLAUSTROPHOBIC CHAMBER SITUATED FAR BENEATH THE MULTIVEX INDUSTRIAL COMPLEX --

-- WHERE THE CAPTIVE GENETICIST Dr. SEWARD TRAINER PLAYS HIS HAND ACROSS THE CONTROL BOARD OF HIS COBBLED-TOGETHER REVIVICATION APPARATUS --

-- INITIATING THE FINAL STAGES IN THE REJUVENATION OF THE MYSTERIOUS FIGURE KNOWN ONLY AS GAUNT!

THIS HAD BEST BE THE LAST OF THESE PROCEDURES, TRAINER... I WEARY OF THIS EMACIATED FORM... OF BEING SO FEEBLE --

-- FRAIL...

I ASSURE YOU, GAUNT -- ONCE WE RUN THIS FINAL INFUSION OF CELLULAR STIMULATORS, YOUR BODY WILL BE REVITALIZED, AND YOU'LL --

*THE ORIGINAL EQUIPMENT WAS DESTROYED IN AMAZING #412 – Revivified Ralf.

-- I WILL NOT TOLERATE FAILURE!

Er -- YES...

IT HAD BETTER BE, FOR YOUR SAKE --

WELL, I'M GOING TO BEGIN THE INFLUX, WHICH MEANS WE WON'T BE ABLE TO COMMUNICATE FOR THE NEXT SEVERAL MINUTES.

FORMATTING PROGRAM. INITIATING SEQUENCE...

SAUMM

AND TELL ME, Dr. TRAINER --

BLUB BLUB BLUB

-- HOW *LONG* WILL THIS FINAL PROGRAM *TAKE?*

... YOU?!?

NOT THAT I'M AN *IMPATIENT* MAN -- CERTAINLY I'VE WAITED *THIS* LONG --

-- BUT I WILL *NEED "GAUNT"* HERE TO CARRY OUT SOME OF THE *PRELIMINARIES* AS I *DESTROY* THE *LIFE* OF *PETER PARKER.*

SO, TELL ME, TRAINER, IS HE A *MUTUAL "FRIEND"* OF OURS...

... OR DO BOTH HE AND BEN REILLY STILL *DESPISE* YOU FOR YOUR BETRAYAL?

EITHER WAY -- KEEP ME *APPRISED* OF GAUNT'S CONDITION.

SLAM

MY --

MY *GOD!* IT'S *HIM! HE'S* THE ONE BEHIND GAUNT!! *HE'S* THE ONE *PULLING* THE *STRINGS!!*

AND WHAT HE *SAID...!* NOW, MORE THAN *EVER...* I HAVE TO GET TO *BEN...!* DESPITE WHAT HE MIGHT THINK OF ME, I HAVE TO *WARN* HIM!!...

BOTH *HIM* AND...

"...PETER!"

STAN LEE PRESENTS

REVELATIONS PART 1 of 4

THE BEGINNING OF THE END!

WALKING INTO SPIDERWEBS

A TALE OF DARKENING EVIL SPUN FOR YOU BY:

TODD DEZAGO Words
LUKE ROSS Pencils
JOHN STANISCI Inks

... WHAT I'M *SAYING*, Mr. PARKER, IS THAT YOU ARE WRONG --

-- *WRONG, WRONG, WRONG, WRONG,* AND *WRONG!*

I AM *RIGHT.*

AS A MATTER OF FACT, YOU ARE SO WRONG, THAT IF THIS WAS *PURE TOTAL ABSOLUTE "RIGHT"* -- RIGHT *HERE* --

-- YOU WOULD BE IN *WISCONSIN.*

MUGSY WAS THE LITTLE GUY.

RICHARD STARKINGS and COMICRAFT Letters
JOHN KALISZ Colors
GCW Enhancement

RALPH MACCHIO Editor
MARK BERNARDO Consulting Editor
BOB HARRAS Chief Spider

NO.

MUGSY IS THE BIG GANGSTER. THE LITTLE GANGSTER IS ROCKY. THAT'S WHY, WHEN BUGS THROWS THE LIT MATCH IN THE OVEN, THE COP SAYS --

"ALRIGHT, RABBIT -- YE'VE CONVINCED ME. I'LL SEARCH FER ROCKY IN TH'CITY."

EXCEPT IT'S, "... I'LL SEARCH FOR MUGSY IN TH'CITY." AND LET ME TELL YOU SOMETHING ELSE, PETER...

... I'VE NEVER BEEN SO HAPPY IN ALL MY LIFE... NEVER IMAGINED I COULD BE SO HAPPY.

THIS BABY THAT WE'RE HAVING, THIS FAMILY THAT WE'RE STARTING, MEANS MORE TO ME THAN I'D REALIZED...

...BUT I DON'T THINK I COULD DO THIS IF I WASN'T DOING IT WITH MY BEST FRIEND.

YOU'RE MY BEST FRIEND, PETER. MY HUSBAND...

...AND I LOVE YOU SO MUCH.

AND I LOVE YOU, MARY JANE...

... AND OUR DAUGHTER IS GONNA BE THE HAPPIEST, MOST LOVED BABY IN THE WHOLE WORLD --

DEAD END

-- DESPITE THE FACT THAT HER MOTHER DOESN'T KNOW JACK ABOUT 'TOONS TRIVIA!

YOU'RE *MY* BEST FRIEND, MJ. YOU'RE MY *WIFE*, MY LIFE, MY *LOVE*, MY *HEART*... I DON'T KNOW *WHAT* I'D DO *WITHOUT* YOU.

OR I, YOU.

AND, PETER...

... MUGSY *IS* THE LITTLE GUY...

HAVE A GOOD TIME *SHOPPING* -- SAY 'HEY' TO *AUNT ANNA* FOR ME.

YOU HAVE FUN WITH *BEN!* TELL HIM I'M SORRY I *MISSED* HIM. I HOPE HE *SHOWS UP* SOON.

Oh -- HE'S ALREADY *HERE.*

WHAT?!

I SAID --

-- HE'S ALREADY HERE.

SHUMP

HEY, THERE, *BENSON!*

WHAT'S UP, *MON FRERE?*

THANKS FOR COMIN'.

NO PROB. I TOOK THE BUS.

RRRR

THE OFFICES OF THE DAILY BUGLE --

Hmmm -- FEDEX MUST'VE COME WHILE I WAS OUT...

AT THE CITY ROOM DESK OF AWARD-WINNING REPORTER, BEN URICH --

NO RETURN ADDRESS ON THE AIRBILL...? BLACK ENVELOPE... CURIOUSER AND CURIOUSER...

...WHO HAVE I TICKED OFF THIS TI --

Ben -
Have uncovered some information which you might find useful. consider it payback for your courteous discretion.
I'll be in town tonight meet you at the Bugle at 10:00 pm
-Liz Osborn

WELL... ONE HAND WASHES THE OTHER...

IT'S NICE TO KNOW THAT I MADE A FRIEND OF LIZ OSBORN WHEN I WROTE THE BOOK --

CONSIDERING HER CONNECTIONS, SHE COULD PROVE TO BE A GREAT SOURCE --

SPIDER-MAN: LEGACY OF EVIL – Readin' Ralf.

"-- AND THIS LITTLE CARD IS JUST THE BEGINNING..!"

KICK ME!

LITTLE ITALY --

...MADE IT!

-- IN AN ALLEY DIRECTLY OPPOSITE THE APARTMENT BUILDING OF OUR HERO, BEN REILLY!

NOW IF I CAN JUST GET BEN TO *LISTEN* TO ME...

... BEN HAS ALWAYS BEEN LIKE A *SON* TO ME! WE WERE THE ONLY *FAMILY* EITHER OF US *TRULY HAD!* I KNEW ALL OF HIS *SECRETS*...

... BUT HE NEVER KNEW ALL OF *MINE!*

I'VE BEEN FORCED TO *DECEIVE* BOTH HIM *AND* PETER SO MANY TIMES -- ABOUT THE *TRUTH* -- THEIR *IDENTITIES* -- WHO'S THE *CLONE* AND WHO'S THE *ORIGINAL*...

IT *KILLED* ME TO DO IT -- AND AFTER SUCH *BETRAYAL,* I'LL NEVER BE ABLE TO CONVINCE *BEN* TO *TRUST* ME!

BUT I *HAVE* TO!

BEN HAS *NO IDEA* WHAT HE'S *UP AGAINST--!* WHO'S BEEN *MANIPULATING* US *ALL* FROM THE VERY *BEGINNING!*

PLEASE, BEN... PLEASE BE HOME...

NOK

BAKOOM

YOU HAVE SNUBBED MY HOSPITALITY, TRAINER! -- TAKEN ADVANTAGE OF MY LAX SECURITY TO EFFECT YOUR ESCAPE!

DID YOU THINK I WOULDN'T FIND YOU?! DID YOU THINK I WOULDN'T HUNT YOU DOWN!?

YOU KNOW NOW WHO I WORK FOR! YOU KNOW THAT WE COULD NOT PERMIT YOUR REACHING REILLY!!

AND SO, I'VE BEEN ORDERED TO BURY YOU! JUST AS I HAVE BURIED YOU BENEATH THIS RUBBLE AND DEBRIS!

IRONIC, ISN'T IT?! THAT YOUR DEATH SHOULD BE AT MY HANDS?!

THAT YOU, THE ARCHITECT OF MY REJUVENATION --

-- SHOULD HAVE REVITALIZED ME ONLY TO HAVE ME BECOME YOUR EXECUTIONER?!

FOR WITH MY NEW ROBOTIC ARMOR, I AM NO LONGER THE ATROPHIED "GAUNT" -- WITHERED AND HELPLESS! NOW, I AM --

... GONE?

AT THAT MOMENT, OVER AT THE DAILY GRIND --

-- WHERE OWNER/PROPRIETOR SHIRLEY WASHINGTON SHOWS A NEW EMPLOYEE AROUND THE COFFEE BAR.

I'M SO GLAD YOU CAN START TODAY --

The Daily Grind

-- AFTER THE MESS WE HAD HERE YESTERDAY. TWO OF MY REGULAR GIRLS NEVER EVEN SHOWED UP! NO CALLS, NO NOTHING..!

WHAT'S ODD IS THAT THEY'RE USUALLY BOTH SO RELIABLE... BUT I CAN'T RUN THE SHOP ON THAT!

SINCE WE'VE EXTENDED OUR HOURS, THINGS HAVE BEEN A BIT HECTIC... BUT IT'S EVENING OUT. C'MON -- I'LL SHOW YOU THE KITCHEN...

THIS IS LOU -- AND JOE, OUR OVER-WORKED COOKS. BOYS, THIS IS ALISON MONGRAIN. SHE'LL BE ONE OF THE NEW WAITRESSES COVERING DINNER.

YES...

... I'M SURE I WILL.

CHILLY.

FROSTY.

ICE QUEEN.

HEY, ALLY -- WELCOME TO THE GRIND! I'M SURE YOU'LL FIT RIGHT IN!

SO, WHAT'S THE *DEAL*, PETER -- WHAT IS THIS *JOB* THAT ONLY *I* CAN HELP YOU WITH?

I MEAN, YOU'VE *GOT* YOUR SPIDER-STRENGTH BACK, EVEN IF IT IS *SPORADIC*...

Oh, *BRO*, -- YOU GOT IT *ALL WRONG*. I DON'T NEED YOUR *MUSCLE*.

MARY JANE AND I WANT TO MAKE SOME *ROOM* -- WE NEED TO GET *RID* OF SOME OF THIS STUFF, AND... *WELL*...

... THEY'RE *YOUR* MEMORIES, TOO...

WH-WHAT..?

I MEAN -- GEE, PETE... I DON'T KNOW...

FIVE YEARS AGO, WHEN...

... WHEN I THOUGHT I WAS A ***CLONE*** -- WHEN I THOUGHT I DIDN'T HAVE ANY ***RIGHT*** TO A ***LIFE*** -- I ***HIT*** THE ***ROAD***.

ALL I HAD WAS A LITTLE ***MONEY*** AND A ***CHANGE*** OF ***CLOTHES*** --

-- AND I TOOK THE ***UGLY*** CLOTHES 'CAUSE I KNEW YOU WOULDN'T ***MISS*** 'EM.

I LEARNED TO TRAVEL ***LIGHT***.

BUT I ALSO HAD TO LEARN TO ***FORGET***. I HAD TO ***FORCE*** MYSELF TO PUT THE ***PAST*** BEHIND ME -- TO ***BURY*** ALL OF MY --

-- MEM...

Oh, MAN...

I KNOW...

... I MISS THEM, TOO...

LOOK, BEN -- I WANNA *TELL* YOU SOMETHING.

DESPITE THE *FORK* IN THE *ROAD* FIVE *YEARS* AGO, WE *ARE* THE SAME GUY. *CLOSER* THAN BROTHERS --

-- CLOSER THAN ANY TWO PEOPLE *COULD* BE.

WHEN I FOUND OUT THAT *I* WAS THE CLONE AND NOT *YOU* --

-- OKAY... YEAH, I *BUGGED OUT*... BUT *AFTER* THAT --

-- IT WAS *YOU!* IT WAS YOUR STRENGTH -- YOUR *ACCEPTANCE* OF IT WHEN *YOU* THOUGHT *YOU* WERE THE CLONE THAT *CARRIED* ME *THROUGH!*

YOU WERE MY *STRENGTH,* AND, WELL... YOU'VE COME TO MEAN A *LOT* TO ME.

I LOVE YOU, MAN.

YOU'RE NOT *GETTING* MY *BUD LIGHT,* PETER.

Heh Heh. C'MON, THEN. THERE'S A LOTTA *STUFF* HERE, AND UNLESS YOU WANNA CATCH SOME MAJOR *WEB-FLUID* FROM *MARY JANE* --

"-- WE BETTER GET *MOVING!*"

HAVE TO KEEP *MOVING!* NO TELLING HOW FAR *BEHIND* ME *GAUNT* IS!

WITH THE NEW *ARMATURE* HE APPEARS TO HAVE *ENCASED* HIMSELF IN, HE'S A VERITABLE *KILLING MACHINE!*

AND HE INTENDS FOR *ME* TO BE HIS FIRST *VICTIM!*

I *MUST* FIND SOME WAY TO CONTACT BEN -- *WARN* HIM...

... AND MAYBE, IF ONLY A LITTLE BIT, BEGIN TO *REDEEM* MYSELF IN HIS EYES.

I WANT SO *MUCH* FOR HIM TO JUST *LISTEN* TO ME -- LET HIM KNOW *WHY* I BETRAYED HIM --

-- TELL HIM THE *TRUTH* ABOUT HIM AND...

... *PETER!*

BUGLE

NEW YORK'S FINEST DAILY NEWSPAPER

THAT'S IT! I CAN GO TO THE *DAILY BUGLE* -- FIND *PETER* -- *HE'LL* HELP ME GET IN TOUCH WITH *B* --

UNGHFF!

BAKOOM

THUK

CHOOM

IT'S HIM! HE'S HERE!

CAN'T LET HIM *GET* ME! -- HAVE TO GET TO *BEN!*

PLEASE LET ME *MAKE IT... PLEASE..!*

STUNT

TRAINER!!

SKRAK

OSBORN INDUSTRIES, MAIN PLANT, ISLIP, LONG ISLAND --

... NO, I CAME OUT TO TAKE CARE OF SOME CONTRACTS THAT NEEDED *SIGNING* --

OUR FOUNDER

-- WHERE PRESIDENT AND EXECUTIVE DIRECTOR, **LIZ ALLAN OSBORN** CONCLUDES HER BUSINESS RESPONSIBILITIES FOR THE DAY.

-- PLUS, I THINK IT'S ***IMPORTANT*** THAT THE "BOSS" BE ***ACCESSIBLE*** TO THE EMPLOYEES, HEAR THEIR ***GRIEVANCES***...

I ***REFUSE*** TO RUN THIS COMPANY THE WAY MY ***FATHER-IN-LAW*** DID!

BUT LISTEN, ***FOGGY*** -- THAT'S ***NOT*** WHY I CALLED...

I GOT A ***NOTE*** FROM ***BEN URICH*** THIS MORNING ASKING ME TO ***MEET HIM*** LATER TONIGHT AT THE ***DAILY BUGLE***.

WANNA ***TAG ALONG...?***

Hmmm, THAT ***DEPENDS***. WILL I BE ESCORTING YOU AS YOUR ***LAWYER***...

... OR YOUR ***LOVER?***

WELL, IT ***IS*** HALLOWEEN...

... SO YOU NEVER KNOW ***WHAT*** COULD HAPPEN..!

JEEZ -- IT'S LIKE OUR WHOLE LIFE ...

... IS IN THESE BOXES..!

YEAH -- THAT'S THE FUNNY THING ABOUT --

-- WOW!

LOOKIT ALL THESE BOOKS!

SWISS FAMILY ROBINSON

THE BROTHERS KARAMAZOV

1001 ARABIAN NIGHTS

TREASURE ISLAND

The HOBBIT

I NEVER REALIZED WE READ SO MUCH! THERE'S BOXES AND BOXES OF THEM!

WHERE'D WE EVER FIND THE TIME TO READ ALL THESE BOOKS!

I DON'T KNOW HOW TO TELL YOU THIS, BEN -- BUT WE WERE...

... WELL ...

... WE WERE A NERD.

NO!?!

REALLY?!?

PETER PAN

HEY, LOOK!

MAN -- REMEMBER HOW MUCH WE LOVED THAT BOOK -- HOW AUNT MAY LOVED READING IT TO US --

-- HOW WE WANTED TO STAY BOYS FOREVER...

... HOW BADLY WE WANTED TO FLY..?

YEAH...

... I GUESS WE GOT THAT ONE, HUH?

BEN, I...

I... NEVER TOLD YOU THIS, BUT...

... AUNT MAY...

...

... AUNT MAY *KNEW.*

SHE KNEW THAT I-*WE*... WERE *SPIDER-MAN.*

I DON'T KNOW FOR HOW *LONG* -- SHE SAID THAT SHE HAD KNOWN *FOR AWHILE* BUT SHE'D *REFUSED* TO *ADMIT IT TO HERSELF.*

SHE KNEW... AND SHE *TOLD ME* -- THAT LAST TIME -- WHEN SHE TOOK ME TO THE TOP OF THE *EMPIRE STATE BUILDING.*

I SHOULD HAVE TOLD YOU -- I *WANTED* TO TELL YOU, BUT...

IN THE HEART-RENDING AMAZING SPIDER-MAN #400 – Ralf.

... BUT, THEN I FOUND OUT THAT I WAS THE CLONE, AND... I DIDN'T MEAN TO, BUT I GUESS, MAYBE *SUBCONSCIOUSLY...*

... I KEPT IT TO *MYSELF* BECAUSE I WAS TRYING TO *HOLD ON* TO THE *ONE THING* THAT MADE ME FEEL *SPECIAL* --

-- THAT MADE ME FEEL LIKE A *REAL LIVE PERSON.*

I'M *SORRY.*

PINOCCHIO

NO, DON'T BE SORRY, PETE. BELIEVE ME, I *UNDERSTAND.* THANK YOU FOR TELLING ME, THOUGH.

NOW, *C'MON* -- THERE'S A LOT OF *STUFF* TO GO THROUGH AND WE CAN'T LET ANYTHING ELSE *DISTRACT* US.

THE PRINCE AND THE PAUPER

UP

AILY BUGLE

THANK YOU FOR MAKING YOURSELVES AVAILABLE SO ***QUICKLY,*** GENTLEMEN --

-- AND I ***APOLOGIZE*** FOR HAVING TO CONDUCT THIS FINAL INTERVIEW WITH BOTH OF YOU AT THE ***SAME TIME.***

MAINTENANCE
PAUL SOUSA
DIRECTOR

DUE TO SOME RATHER ***SUDDEN*** CHANGES IN ***PERSONNEL*** RECENTLY, IT'S BECOME NECESSARY TO ***DISPENSE*** WITH A FEW OF THE ***FORMALITIES.***

ACTUALLY, I NEED TO FILL SEVERAL POSITIONS ***IMMEDIATELY*** -- IF NOT ***SOONER!*** FIVE OF MY MEN JUST ***QUIT*** YESTERDAY WITHOUT EXPLANATION.

multiVEX

YOU'VE BOTH SAID THAT YOU COULD START ***TODAY,*** AND THAT'LL BE ***GREAT!***

WE HAVEN'T HAD TIME TO CHECK ALL OF YOUR ***REFERENCES*** BUT THAT SHOULDN'T BE A PROBLEM...

... NOT WITH THESE ***GLOWING*** LETTERS OF ***RECOMMENDATION.***

multiVEX

BLOOM BKOOM

WHAM

-- SORRY I'M SORRY --

RIGHT *BEHIND ME* -- HAVE TO GET TO *PETER* -- GET TO --

-- THE BUGLE!

I *MADE IT! FINALLY!* NOW IF I CAN JUST GET PETER TO *LISTEN -- CONVINCE* HIMTHAT HE *HAS* TO *BELIEVE* ME!

DAILY BUGLE

AND MAYBE THEN *BEN*... COULD BEGIN TO *FORGIVE ME..?*

CLANK

GAAA!

CRUNCH

YOU'RE RESOURCEFUL, TRAINER — I'LL GIVE YOU THAT! —

NO NO NO NO NO! NOT *NOW!* NOT WHEN I'M SO *CLOSE!*

HAVE TO *GET AWAY!* -- HAVE TO --

BUT YOUR MERRY CHASE IS OVER! YOU ARE NO LONGER "INDISPENSABLE"...

... NOW YOU ARE A LIVING, BREATHING LIABILITY THAT NEEDS TO BE DEALT WITH!

SLOOP

DID IT!?!...

BUT WHY ISN'T HE... COMING *AFTER ME?!?*

WHY ISN'T HE --

GAKK

Ah, Dr. ***TRAINER*** -- YOU ***REALIZE,*** OF COURSE, THAT YOU'VE PLAYED RIGHT INTO MY ***HANDS*** --

-- QUITE ***LITERALLY,*** IN FACT.

YOU ALSO MUST KNOW THAT NOW THAT YOU'VE ***SEEN ME,*** I CANT HAVE YOU ***STUMBLING AROUND...***

SLAM

HAVE YOU ANY ***LAST WORDS?***

GAK

CHK

I THOUGHT NOT.

KRAK

THAT'S DONE.

DISPOSE OF THE ***BODY*** AND THEN GO AND ***KILL REILLY.*** DO IT IN FRONT OF ***PARKER.***

I DON'T WANT HIM AT HIS ***WIFE'S SIDE*** TONIGHT.

KEEP HIM ***ALIVE...*** BUT ***OCCUPIED...***

... BECAUSE TONIGHT PETER PARKER PAYS --

"-- FOR HAVING A *LIFE!*"

E-4.

HIT.

I *SUNK* IT, DIDN'T I?!

YES.

OKAY, I GET TO GO AGAI --

BATTLE SHIP

HELLO?

NO, HONEY -- WE'RE GETTING A LOT DONE...

D-6!

WELL, AUNT ANNA AND I WERE JUST WONDERING IF YOU BOYS WOULD LIKE TO *MEET US* FOR AN *EARLY DINNER* DOWN AT THE *DAILY GRIND* --

-- *HEY!* ARE YOU GUYS PLAYING *BATTLESHIP?*

NO, HONEY -- NO BATTLESHIP *HERE.*

HEY, BRO, -- MJ WANTS TO KNOW IF WE WANT TO MEET THEM AT THE *DAILY GRIND* FOR DINNER?

BEN SAYS FINE, HONEY -- WE'LL SEE YOU THERE IN AN HOUR-AND-A-HALF.

DON'T *COUNT ON IT,* PETER...

... DON'T COUNT ON IT.

MARVEL® COMICS

SPIDER-MAN

DEC '96 11

APPROVED BY THE COMICS CODE AUTHORITY

REVELATIONS PART 2 of 4

The SENSATIONAL SPIDER-MAN®

THE SECRET OF GAUNT!

...OKAY, THEN -- WE'LL SEE YOU AT THE *DAILY GRIND* AT FOUR-THIRTY --

-- I LOVE YOU *TOO*, TIGER ... BYE.

PHONE

IT'S *ALL SET.* WE'RE NOT MEETING PETER AND BEN UNTIL *4:30* --

-- WHICH GIVES US *AT LEAST* ANOTHER HOUR AND A HALF THAT WE CAN SPEND AT *MACY'S!*

UNDER REPAIR

THE YOUNG LADY'S NAME IS **MARY JANE PARKER.**

OUT ON A SHOPPING ADVENTURE WITH HER **AUNT ANNA.** SHE HAS NEVER FELT SO **WONDERFUL** IN HER LIFE --

-- **ENVELOPED** IN THE **JOY** OF THE **CHILD** SHE CARRIES **WITHIN HER!** ALL IS **RIGHT** WITH THE **WORLD!**

SHE IS IN THE **NINTH MONTH** OF HER PREGNANCY --

-- WE WOULDN'T WANT TO *MISS OUT!*

...MERE **STORIES** ABOVE...

-- IN **LOVE** WITH HER **SENSATIONAL HUSBAND,** PETER --

-- AND, ALTHOUGH SHE DOESN'T **KNOW IT** --

-- SHE IS ALSO IN **TERRIBLE, TERRIBLE DANGER!**

FOR AT THIS MOMENT...

...NOW THAT YOU'VE *DISPOSED* OF *TRAINER'S BODY* --

THEN WE'D BEST GET GOING, DEAR --

-- I WANT YOU TO *KILL REILLY,* TOO!

THIS CHARADE HAS GONE ON *LONG ENOUGH!*

*SEWARD TRAINER WAS BRUTALLY MURDERED IN SPECTACULAR SPIDER-MAN 240 -- "**REVELATIONS**" PART I -- Rigor Mortis Ralf.

DO IT AS I SAID! I WANT BEN REILLY SLAIN RIGHT BEFORE PETER PARKER'S EYES!

WE'LL TEACH THAT PATHETIC LITTLE WASTE THE PENALTY FOR DARING TO HAVE A LIFE!

NOW THAT YOU'VE BEEN REVIVIFIED FROM THAT GAUNT AND ATROPHIED FORM, IT'S ONLY FITTING THAT YOU --

-- IN YOUR IMPRESSIVE, NEW ROBOTIC ARMOR --

-- BE PERMITTED TO TIE UP THESE ANNOYING LOOSE ENDS!

GO! KILL REILLY! DO WHAT YOU MUST WITH PARKER SHORT OF KILLING HIM, TOO. KEEP HIM OCCUPIED. I DON'T WANT HIM NEAR HIS WIFE TONIGHT! DO THESE THINGS...

...AND, MENDEL...

...DON'T FAIL ME!

IT WILL BE DONE!

THEY CAN'T DO THIS..!

THE OFFICE OF J.JONAH JAMESON...

... AN *EMERGENCY BOARD MEETING..?* AT 11:30 AT NIGHT..?

ON HALLOWEEN, FOR PETE'S SAKE!

THIS IS *RIDICULOUS!* AN *OUTRAGE!*

I'M THE *EDITOR, PUBLISHER,* AND OWNER OF THIS PAPER! I'M *PRESIDENT* OF THAT *BOARD OF DIRECTORS!*

IF THEY THINK THEY CAN *GET AWAY* WITH ISSUING THIS ANNOUNCEMENT, DEMANDING MY ATTENDANCE --

-- *SERVING* ME WITH IT LIKE IT'S SOME KIND OF BLASTED *SUBPOENA*...

... WELL, THEN, I'LL *TELL YOU* SOMETHING, ROBBIE -- THEY'VE GOT ANOTHER *THINK* COMING!

IT'S THEIR *RIGHT* TO CALL AN EMERGENCY MEETING, JONAH --

-- AND WITH THE RECENT *LAYOFFS* AND *FINANCIAL STATUS* OF THE PAPER, THEY MUST FEEL THAT IT'S NECESSARY...

IF IT MAKES YOU FEEL ANY BETTER, I GOT ONE, TOO.

BAH!

JONAH..?

JONAH, WHAT ARE YOU *DOING?!*

-- GRUMBLE GRUMBLE --

... LOOKING FOR SOMETHING...

--YOU THERE!

WHAT ARE YOU DOING?! WHAT'S WRONG WITH THOSE ELEVATORS?!

OUT OF ORDER

OUT OF ORDER

BUGLE MAINT. DEPT.

MEN WORKING

CAUTION

SEE THESE "OUTTA ORDER" SIGNS..? THAT MEANS THE ELEVATORS ARE... "BROKEN!"

WE'RE HERE T'FIX 'EM. WE'RE PROB'LY GONNA BE HERE TILL THEY'RE NOT "BROKEN" ANYMORE...

GEDDIT..?

WAUGH!

DON'T GET FLIP WITH ME, TOUGH GUY! I'LL HAVE YOUR JOB!

YOU DON'T KNOW WHO YOU'RE DEALING WITH..!

BUGLE MAINT. DEPT

I'M J.JONAH JAMESON, THE EDITOR, PUBLISHER, AND OWNER OF THIS PAPER, AND I'M NOT GOING TO LET SOME BLAH BLAH BLAH BLAH BLAH BLAH BLAH BLAH BLAH BLAH.

THE PARKER HOME IN NEARBY FOREST HILLS --

WAIT! A MINUTE! WE CAN'T GO YET... I...

...WHERE'D I LEAVE THAT THING..?

FLIP

FLIP

IS *THIS* IT?

THUNT

REVELATIONS

PART 2 of 4

TODD DEZAGO Words
MIKE WIERINGO & RICHARD CASE Art

RICHARD STARKINGS and COMICRAFT Letters
GREGORY WRIGHT Colors
GCW Enhancement

RALPH MACCHIO Editor
MARK BERNARDO Consulting Editor
BOB HARRAS Chief Spider

DEADLY DIVERSIONS

A STAN LEE Presentation

YEAH, *THAT'S* IT -- THANKS, BEN.

SO *THIS* KEEPS YOU WIRED *INTO* MARY JANE..?

YEAH, *Y'KNOW* --

-- SO SHE CAN *GET* IN *TOUCH* WITH ME IF SHE GOES INTO *LABOR* WHILE I'M AT *WORK* OR SOMETHING...

COOL.

Y'KNOW, PETE -- I CAN'T TELL YOU HOW MUCH I *ADMIRE* YOU -- YOUR ABILITY TO *SURVIVE*.

YOU'VE BEEN THROUGH *SO MUCH!* BUT NO MATTER WHAT YOU GET *THROWN* AT YOU --

-- YOU *BOUNCE BACK!* YOU'VE GOT A GREAT *LIFE*, A WONDERFUL *WIFE*, A *BABY* ON THE WAY.. I REALLY ENVY YOU, MAN...

.. *AND*, I *CAN'T WAIT* TO BE AN *UNCLE!*

YOU LEFT OUT THAT I'VE GOT A GREAT *"BROTHER"* TOO -- AND IT MEANS A *LOT* TO ME THAT YOU'RE *HERE* TO BE A *PART* OF IT.

AW, DUDE...

A BIT LATER --

MAN, SOMETIMES IT SEEMS LIKE THE CITY IS *NEVER* GONNA RECOVER FROM ALL THE *DAMAGE* CAUSED BY *ONSLAUGHT!*

YEAH, BUT IT'S NOT JUST THE *MATERIAL THINGS* THAT NEED TO BE REBUILT. IT'S THINGS YOU CAN'T *TOUCH*, AS WELL...

...THINGS LIKE *HOPE.*

THE *FF*, THE *AVENGERS* -- THEY GAVE PEOPLE HOPE -- A SENSE OF *SECURITY.* PEOPLE MIGHT HAVE NEVER EVEN SEEN THEM...

... BUT JUST KNOWING THEY WERE *THERE* GAVE PEOPLE A FEELING THAT THEY WERE *SAFE... PROTECTED...*

BUT NOW THAT THEY'RE *GONE...*

... THE WORLD NEEDS HEROES.

YEAH... AND NEW YORK NEEDS ALL THE HELP IT CAN *GET.* MAYBE IT COULD EVEN USE...

...I DON'T KNOW...

... *TWO SPIDER-MEN..?*

Y'KNOW, IT'S A *FUNNY THING* ABOUT US BEING THE *SAME GUY...*

...I *KNEW* YOU WERE GONNA SAY THAT!

ACTUALLY, I HAVE TO *ADMIT* I HAD BEEN THINKING ABOUT IT *MYSELF* --

-- BUT YOU'VE GOT *NEW RESPONSIBILITIES* NOW, PETE. *MARY JANE*, THE *BABY*... NOT TO MENTION THAT YOUR POWERS TEND TO CUT OUT WHEN YOU NEED THEM *THE MOST!*

NO *THEY DON'T!*

THEY'VE ALMOST FULLY RETURNED AND I --

BUSTED!

MARY JANE TOLD ME THAT YOU FELL OFF THE CEILING! *SORRY*, PAL -- NOBODY IN THE CLUB IF YA CAN'T STAY ON THE *CEILING!*

Oh, YEAH..?

CHECK IT *OUT!*

JEEZ -- PETER..!?

CHILL. MY SPIDER-SENSE IS WORKING... I KNEW NOBODY WAS WATCHING!

BUT LOOK, BEN -- MY POWERS ARE BACK! -- I'M BACK!

YEAH, YEAH, O-KAY... BUT COULD YOU GET DOWN NOW...

... BEFORE YOUR PICTURE SHOWS UP IN THE WEEKLY WORLD NEWS...?!

MANHATTAN, THE 28TH PRECTINT...

HALLOWEEN!

WHAT A DAY TO ROLL BACK INTO *TOWN*. I HAVEN'T BEEN *BACK HERE* SINCE...

...THE COPS MUST BE GOING CRAZY *THEMSELVES* TRYING TO KEEP UP WITH ALL THE *WACKOS* THAT ARE OUT THERE *TODAY!*

28

NYPD

WHAT'S THE *CHARGE?*

SOLICITATION.

EVEN THE *TRICKS* ARE PLAYING TRICKS.

LOOKS LIKE THE *SAME OLD PLACE*, THOUGH. MAYBE *NOW* I CAN START GETTING SOME *ANSWERS* TO MY *QUESTIONS* --

-- AND FINALLY *UNCOVER* SOME INFORMATION THAT WILL HELP ME *NAIL* THAT *WALL-CRAWLER* TO THE *WALL!*

DETECTIVE TREVANE..?

YEAH... DO I *KNOW* YOU?

NO -- BUT I BELIEVE WE SHARE A *COMMON INTEREST...*

WE SPOKE ON THE PHONE. I'M *ARTHUR STACY.* YOU WORKED WITH MY BROTHER.

I WAS HOPING YOU COULD BRING ME *UP TO SPEED* ON --

-- *SPIDER-MAN!*

THE HOBOKEN APARTMENT OF FLASH THOMPSON --

FEDEX..?!

WHO'S SENDING ME ANYTHING *FEDEX..?*

Oh, MAN -- I HOPE THIS ISN'T A *LAYOFF NOTICE!*

IT TOOK ME *FOREVER* TO FINALLY FIND THIS *GYM TEACHER* GIG HERE IN *JER* --

"-- *BETTY BRANT!*"

...*"RELIABLE INSIDE SOURCE FOR MY CITY HALL STORY?"*... *"NEW INFO"*...

WELL, *WHADDAYA KNOW! --!*

-- AN INVITATION TO A *HALLOWEEN PARTY* TONIGHT AT HE *BUGLE*...

...SIGNED, *"ANONYMOUS..?"*

... WELL *THANKS,* PETEY-OLD-PAL! I WOULDN'T MISS IT FOR THE *WORLD!* I MIGHT EVEN GET A CHANCE TO *REDEEM* MYSELF WITH --

...*"TONIGHT AT THE BUGLE"*... *"TEN TO MIDNIGHT?"*...

...SIGNED, *"O."*

Federal Express

"O?!" WHO'S "O?!?"

...I'M TELLING YA, ***THEY'RE BACK!*** AND EVEN IF MY POWERS ***SHOULD*** HAPPEN TO ***CUT OUT*** --

-- WHICH IS ***RARE*** --

-- MY ***SPIDER-SENSE*** TIPS ME OFF ***AHEAD OF TIME*** -- SO I'M ***READY*** FOR IT -- I CAN ***COMPENSATE!***

AND THERE'S NO REASON WHY -

ALL RIGHT, ***ALL RIGHT ALREADY!*** -- OKAY. MAYBE YOU'RE ***RIGHT*** --

YESSS!

-- BUT I'M GONNA BE ***WATCHING*** YOU! ONE ***CLOSE CALL*** -- YOU'RE ***HISTORY!***

I'M NOT ABOUT TO LET ANYTHING HAPPEN TO ***MY*** LITTLE BROTHER -

K-BLANG

JEEZ -- LOUISE!

WHAT WAS THAT?!

I DUNNO, BUT --

YOU'RE NO MATCH FOR *THOR* AND *CAPTAIN AMERICA*, YOU STINKIN', SLIMEY, *SENTINEL!*

I WILL DESTROY-YOU-BOTH!

Huh?

KIDS?

HEY!

Huh?

YOU'RE THE DAD -- *YOU* TELL 'EM.

DON'T YOU KIDS KNOW THIS PLACE IS *DANGEROUS!?* ONE OF THESE *WALLS* LETS GO AND THE ENTIRE *ROOF* WILL COME DOWN *ON YOUR HEADS!*

I'M *SORRY* TO *WRECK* YOUR *GAME*, BUT YOU GOTTA FINISH IT *OUTSIDE!*

AW, MAN.

OKAY, SO WHY IS MY **SPIDER-SENSE** STILL --

REILLY!

OH MY G --

SURELY, I HAVEN'T **TRULY BURIED** SPIDE ---

BEN... CAUGHT UNDER THE **RUBBLE**! BUT **FIRST** THINGS -- GOTTA GET THESE **KIDS** --

-- OUT! OUTTA HERE!

NOPE. JUST SLIPPING INTO SOMETHING A LITTLE MORE... **VERSATILE.**

CHKK

CHK

DON'T ASSUME THAT YOU CAN EVADE MY PARTICLE GRENADES INDEFINITELY, REILLY! MY ARMCANNON IS COMPUTER-GUIDED—

— AND IS ALREADY CALCULATING YOUR NEXT MOVE!

FUT FUT FUT

TOOM TOOM

TOOM

WHOA!

WELL, RUSTY -- I'VE GOT MY OWN INTERNAL COMPUTER TO GUIDE ME THROUGH THE *HAIL* OF ENERGY BURSTS...

...MY *SPIDER-SENSE!*

HE'S *RIGHT,* THOUGH, HE'S GETTING *CLOSER* AND CLOSER! HE'S GOT ME *ON THE RUN* --!

--"AND I CAN'T KEEP THIS UP *FOREVER.*"

AND NOW I NEED TO BE *EXTRA* CAREFUL, SINCE MY SPIDER-SENSE AND POWERS *FADED OUT* ONLY MOMENTS AGO...

...JUST LIKE BEN *SAID*...

...JUST WHEN I NEED THEM MOST...

MISTER..? EVERYTHING'S GONNA BE *ALL RIGHT*...

...*ISN'T IT?*

THE DAILY GRIND...

WHERE *ARE* THOSE TWO?!

WELL, YOU KNOW *PETER*, DEAR -- HE'S RARELY ON TIME FOR *ANYTHING!*

AND THAT *BEN* SEEMS TO BE *JUST LIKE HIM.*

WELL, I CAN'T WAIT ANY LONGER.

I'VE GOT TO GET SOMETHING *TO TIDE* ME *OVER* TILL THEY GET HERE.

COULD I HAVE A BOWL OF THAT DELICIOUS *CHICKEN GUMBO, PLEASE... JUST* FOR... *NOW...*

I AM *FAMISHED!*

...AND SOME *CRACKERS?*

VERY WELL, MA'AM --

-- COMING *RIGHT UP!*

GIVE UP, REILLY -- AND I'LL MAKE IT QUICK!

SOOF!

RESIGN YOURSELF TO THE FACT THAT YOU CAN'T CONTINUE AT THIS PACE --

-- THAT YOUR DEATH IS IMMINENT!

AND WITH YOUR DEATH, MY DEBT WILL FINALLY BE PAID TO MY... HMMM...

...MALEVOLENT BENEFACTOR!

Y'KNOW -- YOU KEEP ***CALLING*** ME BY ***NAME***... AS IF WE ***MET*** SOMEPLACE ***BEFORE***, AND WELL, I DON'T MEAN TO BE ***RUDE***, BUT --

-- DO I KNOW YOU?!

OH, YES. SPIDER-MAN KNEW ME ONCE, LONG AGO... BUT THAT'S ANCIENT HISTORY! MORE RECENTLY YOU KNEW ME AS --

-- GAUNT!

GAUNT! THAT ***SHRIVELED LITTLE MANIAC*** IN THE ***LIFE-SUPPORT SUIT!*** THE ONE WHO WAS SO DESPERATE TO ***KILL*** ME! THE ONE WHO WAS WORKING WITH...

...***SEWARD.***

DID ***HE*** CAUSE SEWARD TO BETRAY ME..? DID ***HE***..?

WAK

KRAKK

HOOF

UNGH!

WHOA!

WELL, WE'RE *NOT* GETTING OUT *THAT* WAY!

UNLESS... THAT'S *IT*, PARKER -- *SECRET IDENTITY* BE *HANGED!* I *GOTTA* GET THESE *KIDS OUTTA HERE!*

NOW, IF I CAN JUST HUNH! CONVINCE MY *SPIDER-POWERS* TO *COME BACK*... *UNGH..!*

WHA- *Huh?!*

THEY'RE ***BACK!*** MY SPIDER-POWERS, ARE ***BACK!***

AND SO IS MY ***SPIDER-SENSE,*** BUT WHY IS IT ***HOWLING*** LIKE --

OBOY. I DON'T LIKE THE LOOKS OF ***THIS.***

KIDS..?

WHILE I WAS BUSY DODGING ***"CLANKY"*** BEFORE, I NOTICED THE SLIGHTEST ***"BLIND SPOT"*** IN HIS ARMOR'S RANGE-OF-MOTION!

SO IF I CAN GET ***ABOVE*** HIM -- USE THAT TO MY ***ADVANT*** --

-- BINGO!

EAT GYM FLOOR, GAUNT! -- OR WHOEVER YOU ARE!

TING

TING

KTANG

-- PATIENT IS IN *SEVERE* AND *COMPLICATED* LABOR...

The Daily Grind

WHAT'S YOUR *NAME*, MA'AM?

RESCUE SQUAD

Ungh!

MMMMARY JANE Hnuh PARKER..!

OKAY, MARY JANE -- WE'RE GOING TO --

WHAT'S WRONG WITH ME?! WHAT'S HAPPENING TO MY BABE EEEAHH!

THESE READINGS ARE ALL *OVER* THE PLACE -- SOMETHING'S *REALLY* WRONG! WE GOTTA GET HER TO THE *HOSPITAL RIGHT AWAY!*

"I'VE NEVER SEEN ANYTHING *LIKE THIS*, BUT IT LOOKS *BAD* --

"-- REALLY BAD!"

ALRIGHT, ***SNACKY*** -- NOW THAT I'VE GOT YOUR ***ATTENTION***, LET'S SEE --

-- ***Huh?!*** THAT ***FACE***...

... I ***KNOW THAT FACE!?***

YES, REILLY -- MENDEL STROMM! AND IF YOUR MEMORY SERVES YOU SO WELL THAT YOU REMEMBER THAT NAME... 🕷

... YOU MIGHT ALSO REALIZE THAT YOUR ASSUMED VICTORY MIGHT BEST BE RECONSIDERED --

🕷 FROM WAAY BACK IN ***AMAZING SPIDER-MAN*** #36 – Robo Ralf.

TAK

-- FOR NO ONE DEFEATS --

MENDEL STROMM... SO LONG AGO... USED TO WORK FOR... USED TO CALL HIMSELF...

-- THE ROBOT-MASTER!

NOT KIDS...

SHOOP

... ROBOTS!

KRUNCH

THEN HERE!

THOSE "KIDS" WERE SUPPOSED TO KEEP ME *OUT* OF THE *WAY* -- BUT IF THEY WERE MEANT TO BE *DIVERSIONS*...

"...WHAT EXACTLY IS IT THEY WERE DIVERTING ME FROM?!"

MY SERVITUDE ENDS WITH YOUR DEATH, REILLY -- AND I WILL NOT BE INDENTURED TO THAT MADMAN ONE SECOND MORE!

YOU WILL DIE!!

CAN YOU SAY... *"CAVALRY"*...?

LET'S *BLOW* THIS THING, KID, AND *GO HOME!*

NICE *TIMING.*

THANKS.

HOPE YOU LEARNED HOW TO *"DO THE MACARENA"*... 'CAUSE THIS GUY'S READY TO *DANCE!*

EVEN WITH THE ADDITION OF PARKER, REILLY -- YOU ARE BOTH STILL SORELY OUTNUMBERED!

I'D SUGGEST IF YOU HAVE ANY PREPARED SPEECHES OR LAST WORDS --

-- YOU SAY THEM NOW!

DEE DEE DEE

WHA --?

HUH?

I-IT'S... IT'S...

... MARY JANE, THE BABY... THEY'RE...

... THEY'RE IN *TROUBLE!!*

MARVEL COMICS

SPIDER-MAN

DEC '96 418

REVELATIONS PART 3 of 4

The AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

THE MYSTERIOUS MASTERMIND REVEALED!

SKROCE + LaROSA

MERE MOMENTS AGO, **MARY JANE PARKER** WAS NIBBLING A QUICK SNACK AT THE **DAILY GRIND**, AND NOW...

W-WHAT'S WRONG WITH ME, AUNT ANNA?

WHAT'S HAPPENING TO MY -- MY BABY?!

SEE **SENSATIONAL SPIDER-MAN #11** – Daily Ralf.

YOUR BABY'S GOING TO BE JUST ***FINE***, YOUNG LADY.

I'M **DOCTOR FOLSOME**, AND I'LL BE HANDLING YOUR DELIVERY.

THE HOSPITAL HAS BEEN TRYING TO REACH YOUR REGULAR DOCTOR, BUT --

-- BAD LUCK -- HE SEEMS TO BE OUT OF TOWN!

TRY TO CALM DOWN, Mrs. PARKER. YOU'RE GOING TO HAVE A HEALTHY AND HAPPY BABY GIRL.

YOU CAN ***TRUST*** ME.

HEEY! I KNOW THAT WOMAN!

SHE'S MARRIED TO ONE OF MY CO-WORKERS AT THE ***BUGLE***.

WHERE'S HER HUSBAND?

WHY ISN'T ***PETER*** HERE?!

*THE YOUNG PHOTOGRAPHER'S THOUGHTS ARE ECHOED BY **ANNA WATSON**.*

WHAT'S KEEPING THAT BOY? WHY DOESN'T HE ANSWER MY PAGE?

I'VE BEEN BEEPING HIM EVER SINCE ***MARY JANE*** FIRST WENT INTO LABOR.

WHAT COULD BE IMPORTANT ENOUGH TO PREVENT HIM FROM CALLING MY ***CEL PHONE?!***

STAN LEE PRESENTS

REVELATIONS PART 3 of 4

TORMENTOR 2099

YOU'RE GOING TO DIE, REILLY!

YOU WILL DIE... SO THAT I CAN BE FREE!

I'M AFRAID I'VE GOTTA PASS ON THE DEATH SCENARIO, ***GAUNT... STROMM...*** OR ***WHATEVER*** YOU'RE CALLING YOURSELF TODAY... DUE TO A PRIOR SOCIAL COMMITMENT.

Oh, MAN! THE HITS JUST KEEP ON COMING! FIRST, ***GAUNT*** MANAGES TO LURE BEN AND ME INTO THIS ABANDONED SCHOOL BUILDING.

THEN, HE REVEALS HE'S REALLY AN OLD ENEMY... ***MENDEL STROMM, THE ROBOT MASTER!***

THEN, HE SENDS THESE THREE ***KILLER ROBOTS*** AFTER ME... AND CALLS IN THE ***HEAVY ARTILLERY*** AGAINST BEN.

AND NOW MY ***BABY BEEPER*** IS GOING WILD WITH A CODE WHICH CAN ONLY MEAN BIG TROUBLE FOR ***MARY JANE*** AND OUR ***BABY!***

WHAT A ***FOOL*** I WAS TO THINK I'D SEEN THE LAST OF HASSLES LIKE THESE... WHEN I HUNG UP MY ***WEBS...*** AND TURNED THE ***SPIDER GIG*** OVER TO BEN!

Y'SEE, I SCORED A COUPLE OF TICKETS TO SEE THE ***DAVE MATTHEWS BAND*** IN CONCERT, AND THEY'RE ***NON-REFUNDABLE!***

MAYBE YOU SHOULD TRY TO KILL ME NEXT WEEK!

Brought to you by:
TOM DeFALCO writer
STEVE SKROCE penciler
BUD LaROSA inker

RICHARD STARKINGS &COMICRAFT letters BOB SHAREN colors
GCW enhancement MARK BERNARDO consulting editor
RALPH MACCHIO editor BOB HARRAS editor in chief

WHOOPS! THAT WAS CLOSE --!

THESE ROBOTS MAY LOOK LIKE KIDS --

-- BUT EACH ONE IS EQUIPPED WITH A DEADLY POWER!

DEE DEE DEE

Uh-Oh! MY BEEPER'S HOWLING AGAIN!

GET OUT OF HERE, PETER! GO! BE WITH YOUR WIFE!

SPWAK

I CAN HANDLE MY RIVET-FACED FRIEND AND HIS BOLT-BRAINED BEAUTIES!

YOU'RE DREAMING, SPIDER-MAN!

THOUGH YOU MAY HAVE A MOMENTARY ADVANTAGE, I CAN MENTALLY ORDER ALL MY ROBOTS TO FOCUS A CONCENTRATED ATTACK ON YOU!

HE'S RIGHT, BEN!

YOU'LL NEVER SURVIVE WITHOUT MY HELP!

AS MUCH AS I WANT TO LEAVE --

-- I'M STAYING!

ANGELA YIN ON LINE ONE, Mr. ROBERTSON. SHE'S CALLING FROM NEW YORK HOSPITAL.

HI, ANGELA.

ANY PROBLEM GETTING THE PHOTOS OF THAT WOUNDED COP?

NOPE! YOU WOULD HAVE THOUGHT HE WAS POSING FOR A GRADUATION PICTURE, BUT I DID RUN INTO SOMETHING STRANGE ON THE WAY OUT.

MR.COFFEE

I WAS CHECKING THE *EMERGENCY ROOM* -- YOU KNOW, IN CASE ANYTHING INTERESTING HAD COME IN -- WHEN I SPOTTED *MARY JANE PARKER.*

FROM THE WAY EVERYONE WAS FUSSING, I THINK SHE'S HAVING *PROBLEMS* WITH HER BABY...

... VERY *SERIOUS* PROBLEMS!

HEY, ROBBIE! YOU KNOW ANYTHING ABOUT A HALLOWEEN PARTY IN THE NEWS --

-- IS SOMETHING WRONG?

IT'S PETER AND MARY JANE'S BABY...

THERE SEEM TO BE... COMPLICATIONS.

Oh, GOD!

HOW MUCH BAD LUCK CAN A COUPLE TAKE? IN THE PAST YEAR, PETER LOST HIS *AUNT*... AND HIS *JOB*... AND PROBABLY A LOT *MORE* THAN WE EVEN KNOW.

WHEN WILL THEIR BAD STREAK EVER *END?*

BUDDA BUDDA BUDDA

STAND STILL, REILLY!

YOU'RE ONLY BEING OBDURATE BY TRYING TO DELAY THE INEVITABLE.

OBDURATE?! NOW THERE'S A WORD YOU DON'T HEAR EVERYDAY.

IT'S BAD ENOUGH YOU'RE TRYING TO BLOW ME TO KINGDOM COME. NOW YOU'RE TESTING MY VOCABULARY?!

Uh-Oh! TWO OF STROMM'S CREEPY CRAWLERS ARE CLOSING IN ON ME!

THWIPP

THWIPP

I'VE FOUGHT THESE BABIES BEFORE, AND THEY'RE HARDER TO BEAT THAN A SUMMER COLD!

SINCE I DON'T WANT TO SCRAPE MY DELICATE SKIN ON THEIR ROUGH EXTERIORS --

-- I'LL JUST BRING THEM TOGETHER, AND HOPE FOR THE BEST!

IT WORKED! THE COLLISION DISRUPTED THEIR GUIDANCE SYSTEMS!

BWANG

YOU DESTRUCTIVE FOOL --! THESE ROBOTS COST ME A SMALL FORTUNE TO PRODUCE!

DON'T DESPAIR! THEY'LL STILL MAKE DANDY PAPERWEIGHTS!

MEANWHILE, NOT FAR AWAY...

WITH THE WAY MY POWERS HAVE BEEN CUTTING IN AND OUT ON ME LATELY, I CAN'T RISK A PROLONGED FIGHT!

I'VE GOT A PLAN TO THIN OUT THIS ***RAT PACK,*** BUT IT ALL HANGS ON MY ABILITY TO REACH THIS EXTENDED ***ARM*** --!

LOOK OUT, WILLIS! THE FLESHBAG IS SOMERSAULTING TOWARD YOU!

HEY! NO FAIR USING MY OWN LIMBS AGAINST ME!

SPWAWAK

LOOK ON THE BRIGHT SIDE, KIDDO!

I'M SAVING YOU FROM THE ANGUISH OF ***PUBERTY!***

Oh, MAN! THAT MISERABLE FLESHBAG TOTALED WILLIS!

TOTALED?! WHO'S TOTALED? JUST TOSS ME IN HIS DIRECTION, AND I'LL BITE HIS ANKLES OFF!

WHAT'CHU TALKING ABOUT, WILLIS? YOU'RE ***SCRAP!***

DAISY AND ME'LL ***WASTE*** THE FLESHER ON OUR OWN!

ARRGH

PUSH, MARY JANE!

PUSH!

C-CAN YOU SEE MY BABY?

I-IS SHE BREATHING?

TRUST ME, YOUNG LADY...

... EVERYTHING IS GOING EXACTLY AS PLANNED!

INDEED, Mrs. PARKER...

EXACTLY AS PLANNED!

THOSE KID ROBOTS ARE STILL HOT ON MY TRAIL, BUT I'M SURE I CAN -- *HEY!*

THAT TELEPHONE COULD BE THE ANSWER TO MY PRAYERS!

PLEASE WORK! PLEASE BE CONNECTED! *YAHOO!*

I KNOW THIS ISN'T THE PROPER TIME FOR A QUICK CALL, BUT I CAN'T PASS UP ANY OPPORTUNITY TO REACH ***MARY JANE.***

I JUST HOPE HER AUNT IS CARRYING HER PHONE...

RRING

YOU WERE SUPPOSED TO CHECK IN THE MOMENT I BEEPED YOU!

WHAT KEPT YOU? WHERE HAVE YOU BEEN?

I...Uh... I'M STUCK BETWEEN STATIONS IN A SUBWAY CAR.

BUT I FINALLY PERSUADED A FELLOW PASSENGER TO LEND ME HIS CEL PHONE.

SHE'S ALREADY IN THE DELIVERY ROOM...

HOW IS MARY JANE?

BUT I... I'M AFRAID THERE SEEM TO BE COMPLICATIONS.

W-WHAT ARE YOU ***SAYING,*** ANNA? WHAT'S ***WRONG?***

*ALL I KNOW IS THAT MARY JANE IS HAVING AN EXTREMELY **DIFFICULT** LABOR.*

THE HOSPITAL STAFF IS VERY CONCERNED!

AND, FRANKLY, SO AM I!

I'M NOT TRYING TO ALARM YOU, BUT -- WHAT ON EARTH?!

THOK

ARE YOU STILL THERE, PETER? WHAT WAS THAT HORRIBLE SOUND?

A COUPLE OF KIDS ARE GETTING A LITTLE *ANTSY*.

NOTHING TO BE CONCERNED ABOUT!

QUAM

THEY LOOK LIKE THEY'RE ALREADY STARTING TO SETTLE DOWN.

MARY JANE *NEEDS* YOU, PETER...

PLEASE DO WHATEVER YOU CAN TO GET HERE AS *SOON* AS HUMANLY POSSIBLE!

BELIEVE ME, AUNT ANNA...

NOTHING WILL KEEP ME FROM MY WIFE'S SIDE!

ABSOLUTELY *NOTHING!*

THE 28TH PRECINCT...

POLICE

PUT THAT DONUT TO YOUR LIPS, *SNIDER* -- AND I'M REACHING FOR THE LETTER OPENER!

C'MON, ***TORK***, THE LAST ONE SHOULD BE MINE!

HATE TO INTERRUPT SUCH SERIOUS POLICE WORK, GENTLEMEN... BUT I CALLED YOU HERE TO MEET SOME-ONE.

DETECTIVE SNIDER AND LIEUTENANT TORK, THIS IS ***ARTHUR STACY.*** HIS BROTHER WAS MY MENTOR AND MY FRIEND.

YOU MEAN ***CAPTAIN GEORGE STACY?*** THE MAN WAS PRACTICALLY A LEGEND.

HIS ***DEATH*** WAS A BLOW TO ALL OF US.

DR. DONALDSON

TREVANE MENTIONED THAT YOU WERE A PRIVATE SECURITY SPECIALIST. HOW CAN WE HELP YOU?

THE MAN RESPONSIBLE FOR MY BROTHER'S DEATH WAS NEVER BROUGHT TO ***JUSTICE,*** GENTLEMEN.

HE'S SOMEONE WHOM YOU'VE ALL RUN ACROSS AT ONE TIME OR ANOTHER.

AND HIS NAME IS ***SPIDER-MAN!***

AW, GEEZ... NOT AGAIN!

IF YOU'RE GOING TO KEEP FIRING THAT STUPID ***ARM CANNON*** --

-- YOU MIGHT AS WELL ANSWER A FEW ***QUESTIONS*** WHILE I MAKE LIKE A JACK RABBIT!

IF YOU REALLY ARE ***MENDEL STROMM***... WHERE HAVE YOU BEEN ALL THESE YEARS?

AND ***WHY*** ARE YOU SO INTENT ON KILLING ME?

I'M ONLY OBEYING ORDERS, REILLY. THE MONSTER WHO GAVE ME A SECOND CHANCE AT LIFE IS THE ONE WHO DEMANDS YOUR DEATH.

THAT'S RIGHT!

YOU ONCE SAID YOUR BOSS IS ONE OF MY OLD ENEMIES.

WHO IS HE?

THE ***JACKAL?***

MYSTERIO? OR THE KING ***}URKK{***

BACK IN **AMAZING #412**, REMEMBER? – Ralf-o.

AT LAST! I KNEW MY COMPUTERIZED GENIUS WOULD EVENTUALLY OUTMANEUVER YOU!

HOWEVER, BEFORE YOU DIE, THERE IS SOMETHING YOU MUST KNOW ABOUT YOUR OLD FRIEND... **SEWARD TRAINER!**

W-WHAT ABOUT HIM? IS HE STILL ***ALIVE?***

SORRY TO INTERRUPT, BUT IT LOOKED LIKE YOU NEEDED A ***HELPING HAND*** --

-- OR ***FOOT*** IN THIS PARTICULAR CASE!

YOUR TIMING COULDN'T HAVE BEEN ***WORSE!***

WELL, EXCUUUSE ME!

NEXT TIME I'LL WAIT UNTIL *AFTER* HE'S FLASH-FRIED YOUR FACE.

OKAY! OKAY! I'M SUITABLY CHASTISED!

YOU CARELESS BUFFOONS! MY EMPLOYER AND I ANTICIPATED THE LIKELIHOOD OF SUCH A DOUBLE-BARRELED ATTACK --

--AND DESIGNED AN APPROPRIATE DEFENSE!

LOOK OUT! HE'S RELEASING SOME SORT OF *GAS!*

I-IT CAN'T BE TOO DANGEROUS.

MY *SPIDER-SENSE* DOESN'T SEEM TO BE REACTING TO IT!

Uh, STROMM... MAYBE YOU SHOULD CHECK THE *EXPIRATION DATE* ON THAT GAS, AND --

-UFFT-

Oh, NO! HAS PETER LOST HIS POWERS AGAIN?

HIS SPIDER-SENSE SHOULD HAVE *WARNED* HIM ABOUT THAT ATTACKING ROBOT!

I DON'T UNDERSTAND IT! MY EMPLOYER SAID THE GAS WOULD *IMMOBILIZE* THESE TWO.

BUT IT LOOKS LIKE I'LL HAVE TO RESORT TO ANOTHER -- AND CONSIDERABLY CRUDER -- *TACTIC!*

THE DAILY BUGLE...

I DON'T GET IT, ROBBIE.

BOTH OF US HAVE RECEIVED THESE MYSTERIOUS NOTICES OF AN EMERGENCY BOARD MEETING WHICH IS SCHEDULED AT ELEVEN-THIRTY TONIGHT.

NOW I HEAR ABOUT A ***PARTY*** AT THE ***SAME*** TIME.

SOMEONE HAS A LOT OF ***NERVE*** -- AND I WANT TO KNOW ***WHO!***

MY GUESS IS THAT THE ***STAFF*** IS BEHIND IT.

THE STAFF?! THEY SHOULD BE WORKING ON THE NEXT ***EDITION*** AT THAT TIME OF NIGHT... INSTEAD OF DUNKING FOR APPLES!

LIGHTEN UP, JONAH. THE BUGLE JUST WENT THROUGH A ***DOWN-SIZING***, AND WE HAD TO LAY OFF A LOT OF THEIR ***FRIENDS***.

OFFICE MORALE IS AT AN ALL-TIME LOW!

-:HARRUMPH:-

A PARTY MAY BE ***EXACTLY*** WHAT WE NEED!

WE'LL STILL GET THE MORNING PAPER OUT! I'M CONFIDENT THAT WE CAN SHUT DOWN FOR A FEW HOURS --

-- WITHOUT IT RESULTING IN A ***MAJOR DISASTER!***

HAPPY HALLOWEEN

ACTIVE

SEWARD!

TELL ME ABOUT *SEWARD!*

TRAINER WAS JUST ANOTHER PAWN!

A PLAYTHING OF THE ONE WHO'S BEEN PULLING ALL OUR STRINGS!

TRAINER WAS ASSIGNED TO KEEP TRACK OF YOU, REILLY... AND TO WIN YOUR CONFIDENCE AND TO REGENERATE MY BODY!

YOU'RE LYING! YOU MUST BE *LYING!*

SEWARD WAS MY *FRIEND! I TRUSTED HIM!*

TRAINER WAS ONLY A TOOL!

A TOOL WHICH HAD OUTLIVED HIS USEFULNESS!

YOU KILLED HIM?!

DOES IT REALLY MATTER WHO ENJOYED THAT PARTICULAR HONOR?

THWIPP

I DON'T KNOW IF I CAN BELIEVE A SINGLE WORD YOU'VE SAID, STROMM.

YOU'RE HARDLY A CREDITABLE SOURCE.

BUT ONE THING'S FOR CERTAIN...

SNAP

THE KILLING ENDS *HERE* --

-- *AND NOW!*

YOU'RE FINISHED, STROMM...

...GAUNT...

...OR WHATEVER OTHER *ALIASES* YOU'VE USED OVER THE YEARS!

I DON'T KNOW HOW MANY *PEOPLE* YOU'VE TORMENTED IN YOUR MONSTROUS CAREER, OR HOW MANY *LIVES* YOU'VE ALREADY TAKEN --

-- BUT YOUR ACT IS *CANCELLED!*

I'M GOING TO DISMANTLE YOU *PIECE* BY STINKING *PIECE!*

SKRAKK

NO! NO!

Y-YOU CAN'T --!

Y-YOU MUSTN'T --!

I ALMOST WISH I COULD.

ALMOST.

BUT I'M NOT *THE PUNISHER.*

IN CASE YOU DON'T RECOGNIZE THE COSTUME...

...MY NAME IS *SPIDER-MAN!*

NICE SPEECH.

WISH I'D SAID IT MYSELF!

AT ANOTHER TIME... YOU MIGHT HAVE!

WHY ARE YOU STILL *HERE*, PARKER?

GET GOING!

AND GIVE YOUR NEW *DAUGHTER*... A BIG KISS... FROM HER FUTURE *GODFATHER!*

WILL *DO*, MY FRIEND!

NOW THEN, I BELIEVE YOU HAVE *INFORMATION* TO SHARE...

... LIKE YOUR EMPLOYER'S *IDENTITY!*

H-HE'LL KILL US BOTH!

IS THAT A FACT?

PZAK

WHY ASK AN *UNDERLING*, Mr. REILLY --

-- WHEN YOU CAN GO DIRECTLY TO THE *SOURCE?!*

H-HOW'D HE SNEAK UP ON ME?

MUST'VE BEEN THE GAS!

MY SPIDER-SENSE SHOULD HAVE --

Oh, NO!

I-IT CAN'T BE *YOU!*

NOT *YOU!*

I THOUGHT YOU'D BE SURPRISED.

B-BUT YOU'RE *DEAD!*

I *SAW* YOU DIE!

ZAK

ZAK

ZAK

APPEARANCES ARE OFTEN DECEIVING.

-- AND YOU KNOW THE REWARD FOR *FAILURE!*

UGHNN

PZAK

Y-YOU DID IT,' YOU BEAT HIM. I COULD'VE DEFEATED HIM! I DIDN'T NEED YOUR INTERFERENCE!

YES, I COMPLETED *YOUR* ASSIGNMENT --

AAARGH

ARRGH

AHHH

DOCTOR, MY BABY...

WHY ISN'T SHE CRYING?

I AM SO SORRY, Mrs. PARKER.

NO --!

PLEASE, DEAR GOD..

EXIT

NO!

DO YOU HAVE THE *PACKAGE*, MISS MONGRAIN?

RIGHT *HERE*, SIR.

ANY UNFORESEEN *DIFFICULTIES?*

NONE, SIR.

EXCELLENT! I TRUST YOU'LL MAKE SURE IT'S *NEVER* SEEN AGAIN.

I DO HOPE YOU'LL ENJOY *EUROPE*, MISS MONGRAIN.

A SIZABLE *BONUS* IS INCLUDED WITH YOUR TRAVELING EXPENSES.

THAT'S VERY GENEROUS OF YOU, SIR.

I ALWAYS REWARD EFFICIENCY.

GOODBYE, MISS MONGRAIN.

GOODBYE, SIR.

YOU NEEDN'T BE SO FORMAL IN THE FUTURE, ALISON...

YOU MAY FEEL FREE TO USE MY REAL NAME.

IT'S *NORMAN...*

... NORMAN OSBORN.

NIGHT OF THE GOBLIN!

MARVEL COMICS

SPIDER-MAN

DEC. '96 75

REVELATIONS PART 4 of 4

PETER PARKER

SPIDER-MAN

75th

APPROVED BY THE COMICS CODE AUTHORITY

FEATURING THE EXPLOSIVE CLIMAX!

JR JR + MILLER

NEW YORK CITY.

ALL HALLOWS EVE.

A NIGHT ON WHICH THE ENTIRE CITY IS TOUCHED WITH JUST A HINT OF MADNESS.

MAN, **NORMIE,** IT'S WAY COOL THAT WE'RE TRICK OR TREATIN' TOGETHER! **AND** WE'RE CLEANIN' UP!

YEAH, JOSH!

AND THANKS FOR LETTING ME COME WITH YOU, Mrs. LANE.

Oh, THAT'S QUITE ALL RIGHT, NORMAN. GLAD TO HAVE YOU ALONG.

MY MOM AND HER NEW BOYFRIEND ARE **GOING** TO SOME SORT OF PARTY AT THE **DAILY BUGLE.**

HIS NAME IS **FOGGY!** WHAT A DOOFUS!

UGPH!

S-SORRY, MISTER!

MY, MY, WHAT A PAIR OF FRIGHTENING LITTLE **GOBLINS** WE HAVE HERE.

YOU CERTAINLY DESERVE A TREAT FOR SUCH FRIGHTENING COSTUMES.

COME ALONG, BOYS. LET'S NOT BOTHER THE GENTLEMAN.

STAY CLOSE TO THE LADY, YOUNG NORMAN. HALLOWEEN CAN BE A DANGEROUS NIGHT.

IT **IS** THE **NIGHT OF THE GOBLINS.**

G-G-RAMPA?

ELSEWHERE...

ONCE, HE WAS SPIDER-MAN.

I SHOULD HAVE BEEN WITH HER.

NOW HE IS SIMPLY PETER PARKER.

I KNEW THE BABY WAS DUE AT ANY TIME.

A YOUNG MAN BURDENED WITH AN OVERWHELMING SENSE OF RESPONSIBILITY...

NEVER SHOULD HAVE LET MYSELF GET PULLED INTO BEN'S FIGHT WITH ***MENDEL STROMM.***

HE IS SPIDER-MAN NOW. HE COULD'VE HANDLED IT.

... AND GIFTED WITH THE PROPORTIONATE STRENGTH OF A ***SPIDER*** WHICH ALLOWS HIM TO MOVE ACROSS THE MANHATTAN SKYLINE WITH A GRACE AND SPEED BORN OUT OF GREAT DESPERATION.

GOT TO GET TO THE HOSPITAL... TO MARY JANE... ***NOW!***

ONCE HE THOUGHT OF GUARDING HIS SECRET IDENTITY ABOVE ALL ELSE.

THE BABY! IF ANYTHING HAPPENS TO THE BABY...!

NOW HE LEAPS FROM ROOFTOP TO ROOFTOP, PUSHING HIMSELF, TO THE LIMIT, WITH NO REGARD FOR HIS OWN SAFETY.

BUT EVEN IN THESE FRIGHTFUL TIMES, WITH HIS SPIDER-SENSE GUARDING HIM AGAINST PRYING EYES...

... HE UNERRINGLY STICKS TO THE SHADOWS, AND MOVES TOO QUICKLY TO BE SEEN BY ANY CASUAL BYSTANDER.

PETER PARKER MOVES ON INSTINCT ALONE.

HIS MIND RACES AHEAD OF HIS BODY.

DESPERATE TO BE AT THE SIDE OF HIS YOUNG WIFE AS SHE DELIVERS INTO THE WORLD THEIR DAUGHTER... ***MAY.***

DESPERATE TO SEE THEM.

DESPERATE TO KNOW THAT THEY ARE SAFE.

IMMEDIATELY UPON ARRIVAL AT THE HOSPITAL IN WHICH MARY JANE IS BEING TREATED, PETER'S DESPERATION...

... BECOMES FRUSTRATION.

N.F.O.R.M

I'M SORRY, Mr. PARKER. THE COMPUTER IS NOT SHOWING ANY RECORD OF YOUR WIFE BEING ADMITTED.

IF YOU WANT TO CHECK WITH MATERNITY...

Nah! THIS IS NUCLEAR MEDICINE. MATERNITY WARD IS THREE FLOORS UP.

CAN'T MISS IT. FOLLOW THE SCREAMING BABIES.

MATERN

LABOR

RECOVERY

LEVEL I

LEVEL II

ICU

NURSE ST

EMERGEN

AUTOPSY

SORRY, SIR. I JUST CAME ON SHIFT. PERHAPS ONE OF THE DOCTORS CAN HELP YOU FIND YOU WIFE.

SOMEONE... ***ANYONE...*** PLEASE...

... HELP ME.

EXCUSE ME... Mr. PARKER?

I'M ***Dr. FOLSOME.*** I WAS THE DOCTOR ON CALL WHEN YOUR WIFE WAS BROUGHT IN. IT APPEARS TO HAVE BEEN SOME SORT OF FOOD POISONING WHICH TRIGGERED AN EARLY LABOR.*

HOW IS SHE? ***WHERE*** IS SHE?

* SEE AMAZING SPIDER-MAN#418 -- Ralf-the-medic.

THERE'S BEEN A PROBLEM.

PROBLEM? WHAT?

PERHAPS IF YOU COULD FOLLOW ME --

TELL ME! HOW IS SHE? HOW IS THE BABY?

Mr. PARKER, WE REALLY SHOULD SIT DOWN.

WHERE ARE THEY?

TAKE ME TO THEM *NOW!*

Mr. PARKER...

PTTSS

WHAT DID YOU DO?

CAN'T... MOVE...

DO NOT TRY TO BE A HERO, Mr. PARKER.

THE DRUGS COURSING THROUGH YOUR BLOODSTREAM ARE FAR TOO STRONG FOR YOU TO FIGHT AGAINST.

DON'T WORRY. IT WON'T KILL YOU.

HE WANTS YOU ALIVE.

MARY... JANE...

MARY... JANE...

DAILY BUGLE

THE DAILY BUGLE.

FIFTEEN MINUTES BEFORE MIDNIGHT.

HOLD IT!

HOLD THAT ELEVATOR DOOR, OR...

I'LL HAVE YOUR JOB!

YES, SIR, Mr. JAMESON!

I WOULDN'T WANT MY POOR WIFE AND CHILDREN GOING HUNGRY JUST BECAUSE THE RENOWNED PUBLISHER OF THE DAILY BUGLE HAD TO ***WAIT*** FOR AN ELEVATOR.

THOUGH...

...I GUESS I COULD ALWAYS SELL THE STORY TO THE ***GLOBE?***

I THINK A ***ROBERTSON*** BYLINE CAN STILL CARRY SOME WEIGHT IN THIS TOWN. DON'T YOU?

ROBBIE? Oh... Uh... SORRY. DIDN'T KNOW IT WAS YOU.

SO WHAT'S THE MEANING OF THE BOARD OF DIRECTORS CALLING A MEETING AT SUCH AN UNGODLY HOUR?

YOUR GUESS IS AS GOOD AS MINE, JONAH. I'M JUST THE EDITOR IN CHIEF OF YOUR PAPER. THE BOARD DOESN'T CLUE ME IN ON WHAT IT'S THINKING.

BESIDES... THE ORANGE NOTE ***I*** RECEIVED HAD ***YOUR*** JOHN HANCOCK ON IT.

BOARD MEETING?

I GOT ONE OF THOSE BLACK ENVELOPES TOO! BUT THE THING I RECEIVED WAS FROM PETER PARKER.

SAID HE WANTED TO GET TOGETHER TONIGHT.

FLASH THOMPSON.

WONDERFUL.

GLORY GRANT, BETTY BRANT, BEN URICH, ANGELA YIN, KEN ELLIS, FOGGY NELSON, LIZ OSBORN. LOOKS LIKE THE GANG'S ALL HERE.

LOOKS LIKE THE ONLY ONE MISSING IS ***PARKER!***

YEAH! AND IF ***HE*** EVER DRAGS HIS SORRY TAIL IN HERE, ***HE*** HAD BETTER HAVE ANSWERS AS TO WHAT'S GOING ON HERE!

SOMEONE HAD ***BETTER!***

ELSEWHERE...

WHERE..?

I'M IN COSTUME.

THE ORIGINAL. HOW?

HEAD SPINNING.

CAN'T... THINK --

-- MARY JANE!

GOT TO GET TO HER! GOT TO FIND HER! GOT TO FIGHT THE DIZZINESS! GOT TO...

YOU CAN *TRY* AND FIGHT, PETER, BUT...

... IT REALLY IS QUITE USELESS.

THE GAS SPEWING FORTH FROM THIS PUMPKIN WAS SPECIALLY DESIGNED TO INTERACT WITH YOUR BLOOD CHEMISTRY.

YOU WILL REMAIN DISORIENTED AND WEAK UNTIL ***I*** AM READY FOR YOU TO BE OTHERWISE.

IT ***HAS*** BEEN A LONG TIME, PETER.

BUT NOW IT IS TIME TO LAY ALL OF OUR HISTORY TO REST.

HARRY? HARRY OSBORN?

IT ***CAN'T*** BE YOU!

NO, PETER, HARRY, MY SON, IS ***DEAD***.

YOU SAW TO THAT.

AND NOW ***I'VE*** COME BACK TO SEE TO IT THAT YOU PAY FOR EVERY TRANSGRESSION YOU HAVE MADE AGAINST ME AND MY FAMILY.

NO... NOT ***YOU!***

NORMAN OSBORN!

YES, PETER, IT IS *ME!* AND TONIGHT IS...

THE NIGHT OF THE GOBLIN!

A STAN LEE Presentation

NO.

NO! NO! NO!

NOT YOU! YOU'RE *DEAD!*

I SAW YOU DIE! AFTER YOU KILLED... GWEN!

YES, PETER, YOU DID.

YOU *WATCHED* AS I KILLED YOUR *WORTHLESS* LITTLE GIRLFRIEND.

YOU STOOD BY *HELPLESS* TO DO ANYTHING ABOUT IT.

THEN YOU WATCHED AS I WAS IMPALED...

... BY MY OWN GOBLIN GLIDER.

BUT IT *IS* ME, PETER.

IT HAS *ALWAYS* BEEN *ME* IN MORE WAYS THAN YOU HAVE EVER KNOWN.

I'M NOT A CLONE, NOT A DOPPELGANGER, NOT A MECHANICAL CONSTRUCT!

I *AM* NORMAN OSBORN...

Special Thanks to: GLENN GREENBERG

This issue is once again dedicated to MARK GRUENWALD... friend, mentor and driving force behind all that is Marvel He will be missed.

... YOUR WORST NIGHTMARE!

THE DAILY BUGLE.

SO WE ALL GOT THESE BLACK INVITATIONS FROM DIFFERENT SOURCES? ALL BROUGHT HERE FOR DIFFERENT REASONS?

ROBBIE... ANY WORD FROM THE SECURITY DESK AS TO WHERE THE NIGHT STAFF IS?

NOTHING, JONAH. THE PHONES ARE DEAD.

SAME WITH THE ELEVATORS.

AND THE FIRE DOOR IS LOCKED UP REAL TIGHT.

OKAY.

SOMEONE WANTS ALL OF US RIGHT HERE.

THE QUESTION IS... WHO?

AND FOR WHAT PURPOSE?

A SPORTS BAR IN MIDTOWN MANHATTAN.

IT WAS THE SUDDEN EMERGENCE OF THE SKELETON IN THE SMOKESTACK, AND ITS SUBSEQUENT THEFT, WHICH STARTED ME THINKING ABOUT SPIDER-MAN AGAIN, GENTLEMEN.

AND *THAT* IS WHY YOU MOVED YOUR BUSINESS ALL THE WAY BACK TO NEW YORK FROM HONG KONG, Mr. STACY?

IT'S *ARTHUR*... PLEASE, LIEUTENANT. TORK.

AND TO ANSWER YOUR QUESTION... I WAS ALREADY IN THE PROCESS OF MOVING MY PRIVATE INVESTIGATION FIRM WHEN THE SKELETON APPEARED IN THE HEADLINES.

YEAH... I'D ASSUME HONG KONG BEING TAKEN OVER BY THE CHINESE IN '99 WOULD MAKE YOU THINK ABOUT GREENER PASTURES.

INDEED IT DOES, DETECTIVE SNIDER.

WHAT ARE YOU THINKING, ARTHUR? WHAT DOES THIS HAVE TO DO WITH THE THREE OF US?

I THINK THERE'S TOO MUCH WE DON'T KNOW ABOUT SPIDER-MAN. HE STOLE THAT SKELETON FOR A *REASON*.

THAT SKELETON HAD TO BE SOMEBODY HE ONCE KNEW, AND NOW THAT PERSON IS *DEAD*.

I THINK THAT SPIDER-MAN IS A *MURDERER* AND...

"... YOU THREE, GIVEN YOUR HISTORY WITH SPIDER-MAN, ARE EXACTLY THE MEN WHO CAN HELP ME TRACK DOWN THE TRUTH."

MEANWHILE...

LOOK AT YOU, YOU'RE *PATHETIC.*

IT'S HARD TO BELIEVE THAT I'VE *DREAMED* OF AND PLANNED FOR THIS MOMENT FOR SO *MANY* YEARS.

ARE YOU THINKING ABOUT MARY JANE RIGHT NOW, PETER? ABOUT MOTHER AND CHILD?

IF YOU DID ANYTHING TO THEM --

WHAT COULD YOU ***DO*** ABOUT IT? RIGHT NOW YOU CAN'T EVEN FIGHT THROUGH YOUR DRUG-INDUCED STUPOR ENOUGH TO STAND UP!

HOW? HOW IS IT THAT YOU'RE STILL ALIVE, NORMAN? HOW DID YOU DO IT?

IN SIMPLEST TERMS... THE ***GOBLIN FORMULA*** THAT GAVE ME SUPER-STRENGTH.

AFTER THE GLIDER PIERCED MY HEART I ***SHOULD*** HAVE DIED.

FORTUNATELY FOR ME, STROMM'S FORMULA PROVIDED MORE THAN ENHANCED STRENGTH AND STAMINA.*

THERE WAS A SIDE EFFECT ON WHICH EVEN *HE* HADN'T COUNTED.

AN ACCELERATED HEALING FACTOR...

BUT -- YOUR FUNERAL...

Ah, YES... MY FUNERAL. IT *WAS* A LOVELY AFFAIR.

I WAS THERE. WATCHING FROM THE SHADOWS AS ALL THE TEAR-EYED MOURNERS PAID THEIR FINAL RESPECTS TO THE LATE, GREAT, NORMAN OSBORN.

BUT IT WASN'T *MY* BODY WHICH WAS BEING LAID TO REST.

MY DAMAGED HEART BEGAN TO MEND EVEN AS YOU LEFT MY SHATTERED BODY IN THAT DARK ALLEY.

SOON AFTER, HARRY, EVER THE DUTIFUL SON, STRIPPED MY BODY OF THE GOBLIN COSTUME SO AS TO NOT ALLOW HIS FATHER'S GOOD NAME TO BE SULLIED.

WHEN I WOKE UP IN THE MORGUE, I WAS CONFUSED, BUT HALE AND HEARTY ONCE MORE.

I STAGGERED FROM THE ICY CORONER'S ROOM, AND I WATCHED AS HARRY BRIBED THE CORONER TO FAKE AN AUTOPSY REPORT.

IT WAS CHILD'S PLAY FOR ME TO GO OFF, FIND AND KILL SOME VAGRANT OF A SIMILAR PHYSICAL TYPE, AND PLACE HIS BODY IN THE MORGUE DRAWER WITH MY NAME ON IT.

THEN I WENT OFF TO ONCE MORE PLAN MY REVENGE AGAINST ***YOU.***

BUT, UPON ARRIVAL AT MY WAREHOUSE, FATE INTERVENED AGAIN. THERE I WATCHED AS HARRY TRIED ON THE GREEN GOBLIN COSTUME AND PRACTICED WITH MY CHOSEN WEAPONS OF WAR.

AT THAT MOMENT I FELT CLOSER TO HIM THAN I HAD IN HIS ENTIRE LIFE OF MEEKNESS AND COWARDICE.

I DECIDED TO GIVE HIM THE CHANCE FOR WHICH HE WAS SO CLEARLY LONGING.

THE CHANCE TO BE A MAN.

THE CHANCE TO BE ***THE GREEN GOBLIN.***

I LEFT THE UNITED STATES TO PURSUE OTHER VENTURES ON THE EUROPEAN CONTINENT.

BUT THEN ***YOU*** SAW TO IT THAT I HAD TO RETURN.

HOW?

YOU ***KILLED*** MY SON.

NO... IT DIDN'T HAPPEN THAT WAY. BUT YOU'LL NEVER BELIEVE THAT, SO...

... WHAT DO YOU WANT FROM ME?

WHAT DO I ***WANT?***

EVERYTHING.

EVERYTHING YOU HAVE.

EVERYTHING YOU'VE EVER HAD.

AND EVERYTHING YOU *MIGHT* EVER HAVE.

I WANT...

YOUR LIFE!

THE LAUGHABLE THING IS...I ALREADY ***DO...***

... AND YOU DON'T EVEN KNOW IT.

* IN THE NOW-CLASSIC ***AMAZING SPIDER-MAN*** #122 Ralf M.E.

THE BUGLE.

IF THIS IS SOMEBODY'S IDEA OF A PRACTICAL JOKE...

... I'M *NOT* LAUGHING.

COME ON, PEOPLE! HELP ME OUT HERE!

THE SOONER WE GET THE ATTENTION OF SOMEBODY IN ONE OF THE SURRROUNDING BUILDINGS, THE SOONER WE CAN ALL GO HOME AND...

... THE SOONER I CAN FIND OUT WHO IS BEHIND THIS AND KICK SOME TAIL.

LET'S MOVE IT!

YOU BELIEVE THAT LINE OF BALONEY YOU'RE SELLING, JJ?

NO, BUT I DON'T SEE ANY REASON TO GET EVERYONE WORKED UP ANY MORE THAN THEY ALREADY ARE. SOMETHING ***BAD*** IS GOING TO HAPPEN, ROBBIE. I CAN FEEL IT IN MY ***BONES.***

WE'VE BOTH BEEN IN THE NEWSPAPER GAME TOO LONG, JONAH...

... BECAUSE *I* FEEL IT, TOO.

WHAT'RE YOU DOING, Mr. URICH? YOU GOING TO HELP AT THE WINDOWS OR WHAT?

Nah, THOMPSON, I THOUGHT I'D TRY TO E-MAIL FOR SOME HELP, BUT THOSE LINES ARE DEAD TOO, SO...

I'M PREPARING A STORY. WHATEVER IS GOING TO HAPPEN HERE... IT'S GOING TO BE BIG. AND I'M NOT GOING TO BE SCOOPED!

RUN ALONG NOW.

SURE. I'LL --

OOP

BETTY.

FLASH.

I'VE BEEN THINKING ABOUT YOU A LOT LATELY.

BEEN MEANING TO CALL, BUT --

DON'T BOTHER, FLASH. WHATEVER HAPPENED BETWEEN US IS ***LONG*** OVER.

Uh... I'LL TAKE ONE OF THE OTHER WINDOWS FURTHER DOWN.

YOU ***DO*** THAT.

WELL *THAT* LOOKED AWKWARD!

NOT EXACTLY THE WAY FLASH THOMPSON, THE BIG MAN ON CAMPUS...

... SCOURGE OF PETER PARKER AND THE PRESIDENT OF THE SPIDER-MAN FAN CLUB WOULD HAVE HANDLED IT.

THAT WAS A LONG TIME AGO, LIZ.

BESIDES... PETER AND I MANAGED TO PUT ALL THAT GARBAGE AWAY.

FLASH THOMPSON... FOGGY NELSON.

FOGGY AND I ARE... ARE...

FRIENDS.

YEAH... FRIENDS.

SO... WHAT WAS THAT ABOUT WITH BETTY?

SHE AND I HAD A THING GOING ON AWHILE BACK, BUT THEN NED WAS KILLED AND I JUST DIDN'T KNOW HOW TO HANDLE IT, WHAT TO SAY, HOW TO ACT.

IT'S LIKE I DON'T KNOW HOW TO FUNCTION OUTSIDE OF SCHOOL, LIZ. IN THE OLD DAYS WE WERE ALL SO TIGHT. YOU, ME, PETER AND H --

IT'S OKAY, FLASH, YOU DON'T HAVE TO TIP-TOE AROUND ME. I MADE MY PEACE WITH WHAT *HARRY* WAS AND WHAT HAPPENED TO HIM.

I WAS ABLE TO DO IT BECAUSE OF FRIENDS LIKE YOU AND PETER.

SOMETIMES I CAN'T BELIEVE HOW MUCH WE'VE GONE THROUGH IN THE SHORT TIME SINCE GRADUATION.

YEAH... I KNOW. IT'S HARD TO BELIEVE WE'RE AS YOUNG AS WE ARE.

YOU KNOW... I WISH PETER WAS HERE. SOMEHOW, IF HE WAS WITH US, IT WOULD ALL SEEM RIGHT.

HE'S A SPECIAL GUY...

AND A BETTER FRIEND.

HEY! ACROSS THE STREET THERE! I THINK I SAW SOMEONE MOVE THERE IN THE SHADOW.

"I WONDER IF WE CAN GET THEIR ATTENTION?"

IT'S ALWAYS BEEN ABOUT ME AND YOU, PETER.

IT ALWAYS HAD TO COME DOWN TO THIS MOMENT.

I'VE ALWAYS KNOWN I WOULD SOMEDAY HAVE MY VENGEANCE AGAINST YOU.

I DON'T KNOW HOW TO BREAK THIS TO YOU, NORMAN, BUT...

... YOU'VE GOT THE WRONG GUY. I'M NOT THE REAL ONE. I'M SIMPLY A --

WHAT? A CLONE? A GENETICALLY ENGINEERED COPY OF THE REAL PETER PARKER?

YOU REALLY ***DON'T*** HAVE A CLUE AS TO JUST HOW MUCH I'VE BEEN INVOLVED IN THE EVENTS OF YOUR LIFE... DO YOU?

WELCOME TO THE REAL WORLD, Mr. PARKER!

RECOGNIZE YOUR BLOND-HEADED "*COUSIN?*"

BEN?

YES... GOOD OL' BEN REILLY!

THE "*REAL*" PETER PARKER COME BACK TO RECLAIM THE LIFE WHICH WAS TORN FROM HIM BY MILES WARREN, A.K.A. ***THE JACKAL.***

THE MAN WHO, WITH THE HELP OF THE RECENTLY DECEASED ***SEWARD TRAINER,*** WAS *FINALLY* PROVEN TO BE THE REAL McCOY!

EXCEPT...

... ***I*** WAS MANIPULATING MILES WARREN, SEWARD TRAINER AND MORE ASPECTS OF YOUR LIFE THAN YOU CAN ***EVER*** FATHOM!

THIS ***THING*** HERE -- THIS ***BEN REILLY*** -- HE IS THE CLONE, PETER. ALWAYS HAS BEEN.

A VICTORY OVER ***HIM*** MEANS ***NOTHING*** TO ME.

HIS ***LIFE*** MEANS NOTHING TO ME. IT'S JUST A SHADOW.

IT'S ***YOU*** I WANT TO SUFFER, PETER.

YOU, THE ***REAL*** PETER PARKER!

ALL THESE YEARS I'VE PLOTTED AND PLANNED AGAINST YOU.

I WANTED YOU TO SUFFER AS I AND MY FAMILY HAVE SUFFERED BECAUSE OF YOU.

I WATCHED AS YOU HUMILIATED AND ULTIMATELY DESTROYED MY ONLY SON.

AND THROUGH IT ALL, NO MATTER WHAT HE, OR I, THREW AT YOU...

... YOU *ALWAYS* MANAGED TO SURVIVE.

THE DEATH OF GWEN STACY, THE REVELATION THAT YOUR LIFE WAS A LIE, THAT YOU WERE A CLONE...

... THROUGH IT ALL YOU FOUND A WAY TO NOT ONLY SURVIVE, BUT TO MAKE A LIFE FOR YOURSELF.

THROUGH THE WORST OF IT YOU PROSPERED.

AND I ***HATE*** YOU FOR IT! I DESPISE YOUR ***PERSISTENCE*** AND NAIVE ***OPTIMISM!***

NOW I WILL NO LONGER BE SATISFIED WITH SUBTLETY AND LONG DISTANCE STRING-PULLING!

THAT WHICH I TOOK FROM YOU EARLIER TONIGHT WAS TO EVEN THE SCORE FOR THE LOSS OF MY SON, BUT NOW --

NO!

WHAT ARE YOU TALKING ABOUT?

WHAT DID YOU *DO?*

AH! SO YOU'RE COMING AROUND. FIGHTING THROUGH THE DRUGS.

GOOD. I WANT THIS *FINAL BATTLE* TO BE A ***GRAND*** ONE.

WHAT I MADE YOU LOSE EARLIER IS ONLY THE BEGINNING.

NOW I PLAN ON MAKING UP FOR LOST TIME.

FWOOM

KTASH

THWP

TONIGHT YOU LOSE ***EVERYONE*** AND ***EVERYTHING*** YOU HOLD NEAR AND DEAR.

EVERYONE WHO HAS BEEN UNFORTUNATE ENOUGH TO HAVE HAD YOU TOUCH THEIR LIVES WILL PAY DEARLY.

THE DAILY BUGLE IS JUST ACROSS THE STREET.

COME, PETER, WATCH ME TAKE YOUR LIFE FROM YOU...

... BEFORE YOU DIE.

AS PETER'S LIFE HANGS PRECARIOUSLY IN THE BALANCE...

...THE MAN KNOWN AS BEN REILLY STRUGGLES TO REGAIN CONSCIOUSNESS...

...AS HE SORTS THROUGH ALL THAT HAS HAPPENED TO HIM IN THE PAST TWENTY-FOUR HOURS.

GOT TO HELP... PETER!

NORMAN! HOW?

CAN'T CLEAR MY HEAD!

NONE OF THIS MAKES ANY SENSE.

NORMAN OSBORN IS DEAD.

I SAW THE BODY.

THIS HAS GOT BE SOME SORT OF TRICK.

MORE SMOKE AND MIRRORS.

MORE *LIES.*

DAU

CAN'T BELIEVE *ANY* OF IT!

I'VE GOT TO HOLD ON TO WHAT I *KNOW* TO BE TRUE!

NORMAN OSBORN...

...IS *DEAD!*

AND I AM...

...SPIDER-MAN!

WITH THIS LAST WORD SAID, BEN SLIPS INTO UNCONSCIOUSNESS ONCE MORE...

...AND REMEMBERS THE WAKING NIGHTMARE HIS LIFE BECAME TWENTY-FOUR HOURS EARLIER...

WHO *ARE* YOU?

Oh. *PLEASE.* I DIDN'T ZAP YOU *THAT* HARD!

AFTER *ALL* THIS TIME I WANT TO RELISH THE DEFEAT OF *BOTH* SPIDER-MEN! THE REAL AND THE *BOGUS!*

THIS SCENE TAKES PLACE AFTER EVENTS IN AMAZING **SPIDER-MEN#418** – Retro Ralf.

COME *ALONG,* YOUNG BEN!

THERE ARE THINGS TO DO AND PLACES TO GO!

YOU KNOW... I HAD HOPED YOU'D AMOUNT TO *MORE!* BUT...

Ah! OUR *RIDE* IS HERE!

...YOU BEING A CLONE AND ALL../ WHAT ***COULD*** I EXPECT?

CLONE? ***NO!***

NO...

...MORE...

...***LIES!***

I SEE THERE'S STILL SOME FIGHT LEFT IN YOU YET, YOUNG MAN.

VERY GOOD. THOUGH...

THUNK

OOLPH!

THWAP

...IT ***WOULD*** HAVE GONE EASIER FOR YOU HAD YOU JUST GIVEN UP!

THAT'S ***NOT*** WHO I AM, NORMAN!

I DON'T LIE DOWN AND DIE FOR ***ANYONE!***

ESPECIALLY NOT FOR THE GHOST OF SOMEONE WHO SHOULD HAVE STAYED ***LONG*** DEAD!

WHY ARE YOU DOING THIS?

EVEN IF YOU *ARE* THE REAL NORMAN OSBORN WHY COME BACK NOW?

TRUST ME... FOR WHAT I HAVE PLANNED IT'S *EXACTLY* THE RIGHT TIME.

WHAT DO YOU HAVE PLANNED?

DOES IT INVOLVE *PETER?*

KRAK

I'M *NOT* GOING TO LET YOU TURN HIS LIFE UPSIDE DOWN!

NOT AGAIN!

HE AND MARY JANE HAVE A LIFE TOGETHER!

IT DOESN'T MATTER THAT HE'S THE CLONE.

THEY'RE TRULY *HAPPY!*

WHICH IS WHY I'VE COME BACK.

WHAT? WHAT DO YOU MEAN?

BEFORE I ANSWER YOU, BEN, CAN I ASK YOU SOMETHING?

WHAT?

WAS THAT THE ***BEST*** YOU HAVE?!

KRAK

DO YOU ACTUALLY THINK THAT I WOULD ALLOW MYSELF TO BE DEFEATED BY *YOU*? BY *ANYONE*?

NO, MY DEAR MISTER REILLY. *THAT* IS NOT THE WAY THIS LITTLE TABLEAU WILL BE PLAYED OUT.

EVERYTHING HAS BEEN SET IN MOTION FOR MY RETURN.

AND I PLAN ON IT BEING A *TRIUMPHANT* COMING!

AND *YOU*, OF ALL PEOPLE... AND I USE THAT TERM LOOSELY... WILL *NOT* INTERFERE WITH IT!

THEY'RE *ALL* THERE.

GATHERED RIGHT ACROSS THE STREET AT THE DAILY BUGLE.

JONAH, LIZ, URICH AND THE REST OF THE *"FRIENDS OF PETER PARKER."*

WHAT... DO YOU... WANT...WITH THEM?

WHY, TO SETTLE OLD SCORES, OF COURSE.

NOW I REALLY MUST THANK YOU, BEN.

YOU HAVE BEEN A VALUABLE TOOL THROUGHOUT IT ALL.

IF NOTHING ELSE... YOU'VE PROVIDED QUITE THE WARM-UP FOR THE EVENTS TO COME.

"AND THAT IS WHEN I REALLY LOOKED INTO HIS EYES FOR THE FIRST TIME.

"I SAW THE MADNESS... THE *EVIL*... WHICH IS NORMAN OSBORN!"

HE'S *INSANE!* I'VE... *WE'VE* GOT TO STOP HIM!

HE'S GOT THEM, PETER. HE'S GOT THEM ALL.

BEN -- YOU'RE CONSCIOUS!

JONAH, FLASH, LIZ, BETTY... EVERYONE. THEY'RE ALL AT THE BUGLE.

AFTER YOU AND I BEAT STROMM, OSBORN AMBUSHED ME. HE TOLD ME WHAT HE HAS PLANNED WHILE HE WAS TEARING INTO ME.

AMAZING SPIDER-MAN #418 -- Ralf.

THE PLACE IS RIGGED WITH HIGH EXPLOSIVE PUMPKIN BOMBS. HE'S GOING TO KILL THEM JUST TO TORTURE US.

NO. IF HE WANTED THAT, IT WOULD HAVE BEEN DONE ALREADY.

HE'S GOT A SICK AND EVIL MIND. HE WANTS TO PLAY WITH US... PROLONG OUR SUFFERING.

I'LL HANDLE THIS --

NOT NOW YOU WON'T.

I'M THE ONLY HOPE THOSE PEOPLE HAVE RIGHT NOW.

IF YOU CAN CLEAR YOUR HEAD... TRY TO GET THEM OUT.

I'M GOING FOR THE GOBLIN. AND GOD HELP HIM IF HE'S DONE ANYTHING TO MARY JANE AND... THE BABY.

PETER... GOOD LUCK AND BE CAREFUL.

YEAH... YOU TOO.

THE BUGLE.

YOU CERTAINLY KNOW HOW TO SHOW A GUY A GOOD TIME, LIZ. YOU AND MY BUDDY, MATT MURDOCK WOULD GET ALONG, JUST FINE.

THANKS, FOGGY. BUT, REALLY...

...IT'LL BE OVER SOON. I'M SURE OF IT.

COME ON, KIDS, WE'RE NOT GOING TO GET ANYONE'S ATTENTION JUST STANDING IN THE WINDOW AND LOOKING PRETTY.

YOU'VE GOT TO...

...TO...

...TO...

HELLO, JONAH!

LONG TIME NO SEE, PAL OF MINE!

AH!

THAT VOICE!

NORMAN?

YOU DO REMEMBER ME, JONAH! I'M TOUCHED!

WE SHARED A MUTUAL HATRED OF THE WALL-CRAWLER, REMEMBER?

BUT WHILE I DEVOTED MYSELF TO STAMPING HIM OUT...

... YOU DID NOTHING BUT WRITE YOUR PATHETIC EDITORIALS AND CONDUCT YOUR RIDICULOUS SMEAR CAMPAIGNS!

LET HIM GO, GOBLIN!

FOR OLD TIME SAKES, I'M GOING TO LET YOU *RECONSIDER* YOUR *CHOICE* OF WORDS, SPIDER-MAN.

AND I'M GOING TO GIVE YOU ***PLENTY*** OF TIME TO DO SO...

... WHILE YOU'RE PLUMMETING TOWARD THE PAVEMENT!

LOOK AT HIM FALL, JONAH!

WOULDN'T IT BE *NICE* TO BELIEVE THAT THIS IS THE LAST TIME HE'LL BOTHER *EITHER* OF US? BUT HE ***DOES*** HAVE A WAY OF BOUNCING BACK.

DON'T WE ALL?

Oh, STOP LOOKING SO *SCARED*.

I'M NOT GOING TO *KILL* YOU.

NOT *YET!*

THE NIGHT IS YOUNG AND THERE ARE SO MANY UNSETTLED SCORES IN THIS ROOM.

Ah, LIZ!

YOU LOOK FRIGHTENED, DAUGHTER-IN-LAW DEAR!

SMAK

AS WELL YOU SHOULD, *COW!* YOU *CATERED* TO MY SON HARRY'S WEAKNESSES -- KEPT HIM FROM BECOMING A *MAN!*

BUT YOU WILL NOT HAVE THE *SAME* OPPORTUNITY WITH YOUNG NORMAN. NOT AFTER TONIGHT.

EACH OF YOU HAS EARNED MY HATRED AND DISGUST.

SOME OF YOU ARE PROBABLY NOT EVEN AWARE OF HOW!

NO MATTER.

FROM BEYOND THE GRAVE, I HAVE BEEN WATCHING AND WAITING. BIDING MY TIME.

YOU'RE CRAZY, NORMAN. YOU NEED HELP.

DON'T PROVOKE HIM, JONAH!

THWAP

CRAZY?

MAYBE ONCE, JONAH, BUT NO MORE.

I HAVE NEVER BEEN MORE SANE THAN I AM RIGHT NOW!

NOW *THAT* IS THE SCARIEST THING YOU'VE SAID ALL NIGHT!

SO TELL ME, GOBBY...

... DID YOU COME BACK FROM THE GRAVE TO *TALK* US TO SLEEP , OR TO *FIGHT?*

NO, SPIDER-MAN, I CAME TO SEEK *REVENGE* -- THE REDRESS OF OLD WRONGS!

AND TO *KILL!*

SK KOOM

THOSE GATHERED AS HOSTAGES AT THE DAILY BUGLE CAN ONLY LOOK ON IN STUNNED SILENCE AS THE BATTLE BETWEEN THE GREEN GOBLIN AND SPIDER-MAN RAGES HIGH ABOVE THE STREETS.

EACH, IN HIS OR HER OWN WAY, PRAYS THAT SPIDER-MAN CAN DEFEAT THE MONSTER WHO SEEMS TO HAVE RISEN FROM A LONG FORGOTTEN GRAVE.

AND EACH REPRESSES THE GNAWING FEAR OF WHAT THEIR FATE WILL BE SHOULD THE WEBSPINNER FAIL.

ON THE STREETS, FAR BELOW THE BATTLE, ALL EYES ARE CAST SKYWARD AS PASSING PEDESTRIANS ARE FROZEN IN SHOCK.

ALL EXCEPT FOR ONE BRAVE YOUNG LADY CALLED **ABBY LEVINE**... WHO FINDS COURAGE ON THIS HALLOWEEN OF HORROR.

PLEASE! EVERYONE CLEAR THE STREETS! IT ISN'T SAFE FOR YOU TO BE HERE! SOMEBODY CALL ***CMN!***

AND THEN THERE IS BEN REILLY.

HE CANNOT BE CONTENT TO WATCH AS HIS LIFE, HIS FRIENDS, HIS FIGHT IS FOUGHT BY ANOTHER.

I'VE GOT TO HELP.

NO MATTER WHAT!

AND AS NEWS OF THE BATTLE REACHES THE **DAILY GRIND** VIA A NEWS BROADCAST...

NO, **DEVON!** I SAID... **NO!**

COME ON, MA! IT'S SPIDER-MAN ***AND*** THE GREEN GOBLIN! I'VE GOT TO SEE IT!

THEN YOU CAN WATCH IT ON ***TV*** LIKE THE REST OF US.

NO ***WAY!***

I'M OUTTA HERE!

DEVON!

AS ARTHUR STACY, WITH HIS POLICE DEPARTMENT ASSOCIATES, HEADS TOWARD THE SCENE OF THE BATTLE...

... HE PRAYS THAT HE CAN REACH THE SCENE IN TIME TO MAKE A DIFFERENCE...

... OR TO SEE THE MAN HE HOLDS RESPONSIBLE FOR THE DEATH OF HIS BROTHER AND NIECE PAY DEARLY AND FINALLY.

BTOOM BTOOM BTOOM

BUT, AS THE SMOKE OF DOZENS OF DEAFENING EXPLOSIONS FILLS THE AIR...

... THE BATTLE IS ENVELOPED IN A MURKY HAZE WHICH CONCEALS ALL FROM THE MANY EYES ON THE STREETS BELOW.

WHERE *ARE* YOU, GOBLIN!

IF YOU WANT TO FIGHT...

... THEN LET'S *FIGHT* AND PUT AN END TO THIS INSANITY ONCE AND FOR ALL!

FEELING FRUSTRATED AND INEFFECTIVE, SPIDER-MAN?

THAT'S *EXACTLY* HOW I WANT TO REMEMBER YOU -- YOU *INSECT* -- AS I *SQUASH* YOU!

BTOOM

FRAKOOM

GOOD RIDDANCE!

KRAK

WHOMP

THUD

HAHAHAHA

YOU *SEE*, HARRY, MY SON -- YOU SEE WHAT AN *OSBORN* IS CAPABLE OF!

HOW *DARE YOU* LET THIS COSTUMED BUFFOON *KILL* YOU! HOW DARE YOU *DISGRACE* OUR NAME!

MY NAME!

WHAT?!

NO.

IF YOU WANT ME DEAD, YOU GRINNING GREEN *CLOWN*...

YOU'RE GOING TO HAVE TO DO MUCH BETTER THAN *THAT! MUCH* BETTER,

LET'S FINISH THIS...

...NOW!

WHAT DO I HAVE TO *DO* TO KEEP YOU DOWN?

WHAT?!

I'M NOT GOING TO FALL, GOBLIN.

NOT UNTIL YOU TELL ME WHAT YOU DID TO MARY JANE AND THE BABY!

INSIDE THE BUGLE.

KWOK

OKAY, PEOPLE! LET'S GO!

BEN? BEN REILLY? HOW DID YOU GET IN THROUGH THAT DOOR? IT WAS *LOCKED!*

ONLY FROM THE INSIDE.

I'LL EXPLAIN LATER, BUT FOR NOW YOU'VE ALL GOT TO GET OUT OF HERE... ***FAST!***

SPIDER-MAN TOLD ME TO GIVE YOU WORD THAT THE ENTIRE CITY ROOM IS BOOBY-TRAPPED.

YOU'VE GOT TO MOVE BEFORE THE WHOLE PLACE EXPLODES!

YOU COMING, YOUNG FELLOW?

IN A MINUTE, Mr. ROBERTSON.

BUT FIRST I'VE GOT TO DO A LITTLE TRICK OR TREATING MYSELF.

USE MY SPIDER-SENSE TO FIND THE PUMPKIN BOMBS HIDDEN AMONGST THE DECORATIONS.

GATHER THEM UP...

HEY, BEN! DON'T GO PLAYING HERO. IF THE PLACE IS RIGGED --

-- ***WHOA!*** I GOT ONE RIGHT HERE.

FLASH --

... AND MOVE THEM TO THE ROOF.

DON'T!

BKOOM

HE'S OUT COLD.

I TOOK THE WORST OF IT.

FLASH WILL HAVE NOTHING WORSE THAN A BAD HEADACHE *IF* I CAN FIGURE A SAFE PLACE TO DUMP THE PUMPKIN BOMBS BEFORE THEY DETONATE.

BINGO! OSBORN'S BUILDING.

FIRST I'LL BRING *IT* DOWN...

AND THEN I'LL HELP PETER DO THE SAME TO ITS OWNER.

OUTSIDE.

WHY DON'T YOU JUST GIVE UP?

LAY DOWN AND *DIE?* YOU'RE *BEATEN!*

HOW MUCH *PAIN* DO I HAVE TO INFLICT ON YOU?

HOW MUCH DO I HAVE TO *TEAR AWAY* FROM YOU?

AND YET TIME AND TIME AGAIN YOU *ENDURE* THE AGONY AND KEEP COMING FORWARD!

UNDER THAT COSTUME YOU'RE *JUST* FLESH AND BLOOD!

YOU *LIVE!*

WHY?

WHY?

WHY?!

UGPH!

I DO IT TO ***SPITE*** YOU, GOBLIN.

I DO IT ***IN*** SPITE OF YOU.

NOW... HALLOWEEN'S OVER.

NO MORE TRICKS.

NO MORE BOMBS.

NO MORE WEBBING.

NO MORE ***MASKS.***

YOU WERE RIGHT EARLIER...

THIS HAS ***NEVER*** BEEN ABOUT SPIDER-MAN AND THE GREEN GOBLIN.

IT'S ***ALWAYS*** BEEN ABOUT PETER PARKER AND NORMAN OSBORN.

TONIGHT WE'LL SETTLE THIS FACE-TO-FACE...

... AS ***MEN!***

I HAD YOU UNCONSCIOUS -- AT MY MERCY! HOW COULD THIS HAVE HAPPENED? WHY WON'T YOU JUST ***DIE?!***

BECAUSE...

... THEN YOU WOULD WIN. AND...

... I'LL NEVER GIVE YOU THAT SATISFACTION.

KRAK

NICE JOB, "COUSIN!"

NOW, IF YOU DON'T MIND...

...I COULD USE A HAND WITH THESE PUMPKIN BOMBS.

BEN!

I'LL BE OKAY, BUT THE BOMBS ARE ON TIMERS.

I WAS THINKING MAYBE THE ONE OF US WHO WAS STILL WEARING THE WEB-SHOOTERS COULD BRING THEM OVER TO OSBORN'S LITTLE HIDEAWAY.

DONE.

BUT KEEP AN EYE ON HIM.

I THINK I CAN HANDLE OLD NORMAN.

I DO HAVE *SOME* EXPERIENCE WITH THIS SORT OF THING YOU KNOW.

KLAK

I...

... PETER!

LOOK --

ARGH!

BEN!

PETER... SORRY... ABOUT... THIS.

NO.

THOOP

FWOMP

SEEMS LIKE THERE WILL BE A ***HAPPY ENDING*** TO THIS STORY AFTER ALL.

THE CLONE DIES, BUT...

... HE WILL ***NOT*** DIE ALONE!

GOODBYE, PETER!

GOODBYE...

... GREEN GOBLIN!

BKOOM BKOOM BKOOM

HAHAHA HAHA

YOU THINK *THIS* ENDS IT, SPIDER-MAN?

NOT A CHANCE! *NEVER! NEVER! NEVER!*

YOU THINK YOU CAN KILL *ME?*

BESIDES...

... I'VE ALREADY *WON!*

TAKE YOUR PYRRHIC VICTORY!

YOU HAVE NO *IDEA* WHAT I'VE TAKEN FROM YOU!

NONE!

HA HA HA

MOMENTS LATER...

EMS

POLICE

BEN!

POLICE LINE DO NOT CROSS

IS HE --?

THERE'S NOTHING I CAN DO FOR HIM.

BEN! YOU'VE GOT TO HANG ON. I'LL GET YOU TO A HOSPITAL --

PETER, COME CLOSER. I HAVE THINGS TO SAY...

... THAT WE'D BOTH RATHER KEEP FROM THOSE LOOKING ON.

FROM THIS DAY ON... CLONE OR NOT...

... *YOU* ARE SPIDER-MAN.

YOU HAVE TO CARRY ON FOR ME.

TAKE CARE OF MY *"NIECE,"* PETER...

... TELL HER... ABOUT...

... HER UNCLE BEN...

NO.

NO.

NO.

NO!
NOT THAT!
IT CAN'T BE!
SPIDER-MAN IS TAKING THE BODY! WHY?
I WILL FIND OUT. I ASSURE YOU OF THAT.
PD
NO, BEN...
... THIS CAN'T BE HAPPENING.
OSBORN WAS TELLING THE TRUTH...
... *YOU* WERE THE *CLONE*...
... I'M THE *REAL* PETER PARKER.
REST EASY... BROTHER.
"MARY JANE!"

A SHORT TIME LATER...

AUNT ANNA?

Oh, PETER... I'M SO GLAD YOU... YOU...

MJ?

PETER... THE BABY SHE... SHE...

I KNOW.

I KNOW.

BUT WE'LL GET THROUGH THIS.

THROUGH THE TEARS.

THROUGH THE PAIN.

AND OUR LOVE WILL BE STRONGER.

"AND WE'LL FACE ALL OUR TOMORROWS TOGETHER. HUSBAND AND WIFE."

EPILOGUE 1:
A GATHERING OF FRIENDS.

SEVERAL DAYS LATER AT THE PARKER RESIDENCE...

THESE ARE MY FRIENDS.

WATCHING OVER ME WHEN I NEED THEM THE MOST.

THEY'VE COME HERE TO SUPPORT ME AND MARY JANE IN OUR TIME OF NEED... OUR TIME OF LOSS.

AT FIRST, MJ AND I DIDN'T WANT ANYTHING LIKE THIS.

WE WANTED TO PRETEND NONE OF IT EVER HAPPENED.

TO BE BY OURSELVES WITH OUR GRIEF AND OUR MISERY AND PRETEND WE HAD NEVER HEARD OF CLONES OR GOBLINS OR... OR...

BUT IT WAS OUR FRIENDS WHO CAME TO US AND INSISTED WE HAVE A CEREMONY TO MARK THE PASSING OF ALL WE HAVE LOST.

THEY KNEW NOTHING OF CLONES AND SECRET IDENTITIES.

THEY SIMPLY KNEW THAT A FRIEND WAS IN TROUBLE AND NEEDED THEM NEAR...

...SO THEY CAME...

...THEY WATCHED...

...THEY WAITED UNTIL WE COULD TALK ABOUT IT ALL.

WE NEEDED THIS MORE THAN WE COULD EVER HAVE KNOWN.

WE COULDN'T JUST MOVE ON AS IF NONE OF IT EVER HAPPENED.

IT ALL HAPPENED.

THERE WAS NO STEPPING OUT OF THE SHOWER AND FINDING IT WAS ALL A BAD DREAM.

IT WAS REAL.

THE LOSSES WERE REAL.

THE FRIENDS ARE REAL.

JIMMY-6?

WHAT IS HE DOING HERE?

HE WASN'T --

EXCUSE ME, MISTER AND MISSUS PARKER, MY NAME IS JIM -- GIACOMO FORTUNATO.

I WAS A FRIEND OF BEN'S.

I WANT TO GIVE YOU MY DEEPEST CONDOLENCES FOR YOUR LOSSES AND OFFER ANY ASSISTANCE I CAN IN YOUR TIME OF NEED.

THANK YOU, Mr. FORTUNATO.

MISTER PARKER, I WAS WONDERING IF I COULD HAVE A WORD WITH YOU FOR A MINUTE?

SURE.

I'LL BE RIGHT BACK, MJ. WHY DON'T YOU AND AUNT ANNA GET SOMETHING TO EAT?

I APPRECIATE YOU GIVING ME THIS TIME, PETER. IS IT ALL RIGHT IF I CALL YOU PETER?

YEAH.

GOOD. LISTEN, PETER. I WANT YOU TO KNOW THAT I ***MEANT*** WHAT I SAID IN THERE.

I LIKED BEN. I DIDN'T KNOW HIM FOR A ***LONG*** TIME, BUT HE WAS A STAND-UP KINDA GUY WITH ME.

YOUR COUSIN TREATED ME DIFFERENTLY THAN ANYONE ELSE EVER DID.

HE WASN'T AFRAID OF ME, DIDN'T TALK DOWN TO ME AND ***NEVER*** TRIED TO USE ME.

HE WAS MY FRIEND.

I'M GOING TO MISS HIM.

WHOEVER WAS RESPONSIBLE FOR BEN'S DEATH IS GONNA PAY AND PAY BIG TIME.

I KNOW THIS GOBLIN IS SUPPOSED TO BE DEAD, BUT I'VE HEARD THAT BEFORE.

IF HE SHOWS HIS GREEN MUG AROUND THIS CITY AGAIN... HE'S GONNA BE WHACKED.

I'M GONNA LOOK INTO IT, AND IF SPIDER-MAN HAD ANYTHING TO DO WITH IT... HE'S A DEAD MAN.

IF YOU OR YOUR FAMILY NEEDS ***ANYTHING***... YOU ***CALL*** ME.

I'M ***YOUR*** FRIEND NOW!

I APPRECIATE THAT, GIACOMO, I ***REALLY*** DO. I WISH WE COULD TALK ABOUT THIS SOME MORE, BUT...

...RIGHT NOW I HAVE ONE LAST THING TO DO FOR BEN.

A SHORT TIME LATER AT THE BROOKLYN BRIDGE...

GOOD-BYE, BEN...

...YOU CHANGED MY LIFE. BROTHER.

I'LL MISS YOU... ALWAYS!

EPILOGUE 2:
RISING FROM THE ASHES.

BUGLE

THERE IS *NO* WAY THIS PLACE CAN BE SALVAGED.

WARNING

THAT'S THE PROBLEM WITH THESE SUPER HERO VERSUS SUPER-VILLAIN BATTLES... ***PROPERTY DAMAGE.***

DON'T KNOW WHY WE'RE EVEN WASTING OUR TIME, DAVE.

BECAUSE THE OSBORN FOUNDATION IS PAYING US QUITE NICELY TO DO SO.

Mrs. LIZ OSBORN IS TALKING ABOUT CONVERTING THE BUILDING INTO A HOMELESS SHELTER. WE OWE HER ENOUGH TO GIVE THE PLACE A GOOD GOING OVER BEFORE WE FILE OUR REPORT.

STILL THINK IT'S A WASTE OF TIME.

HEY! DID THEY EVER FIND THE GREEN GOBLIN'S BODY?

WHAT? I DON'T KNOW.

YOU'RE THE ONE WHO FOLLOWS THAT GARBAGE IN THE TABLOIDS.

LIKE I'VE GOT TIME FOR VILLAINS AND HEROES?

SEE! *THIS* IS WHAT I'M TALKING ABOUT!

A LOT OF THE DAMAGE IS SURFACE.

I THINK THE BUILDING CAN BE SALVAGED FOR A LOT LESS THAN IT WOULD COST TO PUT UP A NEW ONE.

SNIFF *SNIFF* YOU SMELL THAT? LIKE RANCID BARBECUE?

WHAT ARE YOU TALKING ABOUT? THE WHOLE PLACE SMELLS LIKE -- *SNIFF* *SNIFF* WAIT, I --

NO! NOOOO!

KRAK KRAK

THINGS TURNED OUT *QUITE* NICELY!

PLANNING FOR *ANY* EVENTUALITY IS THE KEY TO ANY BUSINESS STRATEGY.

THAT WAS SOMETHING I COULD *NEVER* DRILL INTO MY SON HARRY'S SKULL.

I SEEM TO HAVE ACCOMPLISHED MOST OF WHAT I HAD HOPED TO ACCOMPLISH AS THE GREEN GOBLIN...

...NOW THE REST WILL BE UP TO *NORMAN OSBORN.*

THE HORROR HAS ONLY BEGUN.

THE END

SEEING DOUBLE
or, two isn't better than one

I remember hearing about the "Clone Thing" happening in the arachnid area of the Marvel offices and being quite taken with the conceptual daring of the idea. It's been unfortunately common to cite the entire clone affair as a failure — a disaster for the Spider-Man titles. It was hardly that. The storyline certainly angered many readers — and that's fine, so long as they kept reading.

Somewhere along the way, for reasons lost to antiquity, the clone saga blurred focus, meandered and lost many of those fans who'd initially had their interest piqued. These things happen. And then Bob Harras, our spanking new editor in chief, handed me the Spidey titles and said, "Go forth and fix." And with the inestimable assistance of the finest group of web-spinning writers and artists ever assembled, I believe the goal was accomplished. Peter Parker was restored as the one, true Spider-Man, and the lone figure from the endless annals of super-villaindom who could have conceived and executed the insidious clone plan was indeed shown to be the prime mover of the play.

Now, we have the heady opportunity to present the concluding chapters within a single scintillating volume, appropriately titled *Revelations*. And most exciting has been the chance to revisit the final chapter, "Night of the Goblin," and add fourteen new pages that build beautifully upon the already superb original, seamlessly interwoven to add a richness and depth that command your renewed attention. We also took advantage of the chance to have premier colorist Gregory Wright lovingly recolor the entire "Night of the Goblin," taking the time we lacked in *Spider-Man #75* (where the story first saw print) to render each panel a visual masterpiece.

Nobody said editing the Spider-Man titles was going to be a picnic. But having such a devoted — and vocal — readership makes it a bracing and worthwhile experience. Please enjoy our expanded, director's cut version of *Spider-Man: Revelations*. Remember — we did it all for you.

—Ralph Macchio
1997

MARVEL® COMICS

SPIDER-MAN

DEC '96 241

APPROVED BY THE COMICS CODE AUTHORITY

The SPECTACULAR SPIDER-MAN®

REBIRTH

LUKE ROSS '96

NEW YORK CITY. EARLY DECEMBER.

THE WORLD KNOWS HIM AS A LARGER-THAN-LIFE HERO CALLED **SPIDER-MAN**...

... BUT, BENEATH THE MASK, BEHIND THE LEGEND, IS AN ALL-TOO FALLIBLE, ALL-TOO HUMAN MAN NAMED **PETER PARKER**...

... WHOSE LIFE, THESE PAST MONTHS, HAS BEEN ONE TRAGEDY AFTER ANOTHER.

THERE HAVE BEEN TIMES WHEN HIS GRIEF WAS SO OVERWHELMING THAT HE PONDERED **GIVING UP**. LETTING GO. RACING RIGHT TO THE EDGE OF HIS DESPAIR...

STAN LEE PRESENTS:

A NEW DAY DAWNING

J.M. De MATTEIS Writer
LUKE ROSS Penciler
JOHN STANISCI Inker

RICHARD STARKINGS and COMICRAFT Letters
JOHN KALISZ Colors
GCW Enhancement

RALPH MACCHIO Editor
BOB HARRAS Chief

... AND LEAPING: DOWN, DOWN, DOWN...

... INTO THE DARKNESS.

AND WHO COULD BLAME HIM?

HE'S SUFFERED THE GREATEST LOSSES HE'S EVER KNOWN...

THWIP

... AUNT MAY, BEN REILLY, **HIS DAUGHTER** MOST OF ALL...

... AND HE'LL CARRY THE WOUNDS, THE UNSPEAKABLE SORROW, WITH HIM FOREVER.

THWAP

BUT HOW MANY MEN HAVE THEIR LIVES TAKEN AWAY AND THEN RETURNED TO THEM? HOW MANY MEN HAVE THEIR **VERY IDENTITIES** STRIPPED AWAY, THEN GIVEN BACK?

HOW MANY MEN ARE GRANTED...

... A SECOND CHANCE?

HE THINKS OF **MARY JANE** -- HIS BEST FRIEND, HIS PARTNER, HIS **WIFE** -- AND HE FEELS -- NOT DESPAIR, BUT GRATITUDE.

THWIP

NOT SORROW, BUT HOPE.

HE CAN'T EXPLAIN THIS SUDDEN **RISING** OF HIS SPIRIT... THIS SUDDEN **BELIEF** IN THE FUTURE...

... IN THE POWER OF THEIR LOVE TO HEAL ALL WOUNDS.

AND PERHAPS, HE DECIDES, THAT'S HOW IT **SHOULD** BE.

SO MUCH OF LIFE IS A MYSTERY -- AND NO MYSTERY IS GREATER THAN THE HUMAN HEART.

WE FALL, AGAIN AND AGAIN. AND AGAIN AND AGAIN WE RISE...

... TO **EMBRACE** THE MYSTERY...

... EMBRACE LIFE...

... IN ALL ITS SORROW.

IN ALL ITS JOY.

DON'T COME ANY *CLOSER*, DO YOU HEAR ME? ONE MORE STEP -- AND YOU WILL FEEL THE WRATH --

-- OF *KRAVEN THE HUNTER!*

DO YOU THINK I'M *JOKING* WOMAN? DO YOU THINK I'D HESITATE TO WRAP MY FINGERS AROUND YOUR THROAT --

-- AND SQUEEZE THE *LIFE* OUT OF YOU?!

AS A MATTER OF FACT, *DMITRI* --

-- I DON'T BELIEVE A *WORD* THAT YOU'RE SAYING.

"DMITRI"?!

MY NAME IS *SERGEI!* SERGEI *KRAVINOFF!*

I AM THE *HUNTER!* I AM --

AND I'M YOUR **DOCTOR,** DMITRI --

-- AND I WANT YOU TO **STOP** THIS NONSENSE --

-- **RIGHT NOW.**

I...I'M **NOT** DMITRI!

I'M **NOT.**

I'M **NOT.**

EVEN AFTER ALL THIS TIME, SHE'S AMAZED BY **DMITRI SMERDYAKOV.** BY A MAN SO TRAUMATIZED, SO FRIGHTENED TO FACE THE TRUTH ABOUT HIMSELF, THAT HE ESSENTIALLY... BLANKED HIMSELF OUT.

BECAME A CHAMELEON -- AT PEACE ONLY WHEN HE COULD HIDE WITHIN THE SHELL OF ANOTHER PERSON'S IDENTITY.

AN IMPOSSIBLE CASE... BUT **DOCTOR ASHLEY KAFKA** --

-- DIRECTOR OF THE **RAVENCROFT INSTITUTE** -- HAS MADE A CAREER OF IMPOSSIBLE CASES...

... OF REACHING OUT TO MINDS SO SHATTERED, SOULS SO TWISTED...

... THAT SOCIETY HAS GIVEN UP ALL HOPE OF SAVING THEM.

PLEASE, DMITRI -- YOU DON'T HAVE TO **DO** THIS.

WE'VE COME SO FAR THESE PAST MONTHS. WHY ARE YOU **RETREATING** AGAIN? WHY ARE YOU --

YES, WE HAVE. WE'VE COME ***VERY*** FAR.

SO WHY DO YOU INSIST ON PRETENDING THAT ***YOU'RE*** THE DOCTOR... AND ***I'M*** THE PATIENT?

Oh, YOU'RE A ***VERY*** TROUBLED MAN, DMITRI.

WE CAN PLAY THESE GAMES ALL DAY. OR WE CAN GET TO WORK.

WHICH IS IT GOING TO BE?

SHE KNOWS WHY HE'S SO AGITATED: IN THREE DAYS, FEDERAL AGENTS WILL BE COMING TO TAKE HIM AWAY. THEY'RE SO PLEASED WITH THE PROGRESS KAFKA HAS MADE THAT THEY THINK SMERDYAKOV'S FIT TO STAND TRIAL.

BAD ENOUGH, SHE THINKS, THAT THEY'RE SLICING MY BUDGET EVERY DAY.

STOP ***BADGERING*** ME, DOCTOR!

CAN'T YOU SEE THAT I JUST WANT TO BE LEFT ***ALONE?***

BUT TO TAKE HIM AWAY NOW -- WOULD UNDO ALL THE WORK WE'VE DONE HERE. HIS MIND WOULD COLLAPSE AGAIN.

PLEASE --

-- JUST LEAVE ME ***ALONE.***

DON'T THEY REALIZE THAT RAVENCROFT IS THE LAST CHANCE FOR MEN LIKE DMITRI? THAT IF ***RAVENCROFT*** FAILS...

... THE ***WORLD*** WILL PAY THE PRICE?

MARY JANE...?

I DON'T MEAN TO BARGE IN ON YOU, BUT --

IT'S ALL RIGHT, ***AUNT ANNA.*** COME ***IN.***

ALL THE BABY'S THINGS ARE PUT AWAY.

I THINK I COULD *USE* A LITTLE COMPANY NOW.

I'M ALL RIGHT. ***REALLY.***

I STILL DON'T UNDERSTAND WHY YOU SENT PETER AWAY. WHY YOU WOULDN'T LET HIM HELP YOU --

THIS IS SOMETHING I HAD TO DO ***MYSELF.***

IT'S TIME FOR ME TO FACE THIS. TO --

I ***UNDERSTAND.*** THERE'S NO GREATER LOSS THAN THE LOSS OF A ***CHI*** --

AUNT ANNA, I'VE HAD A MONTH OF NOTHING BUT SADNESS AND GUILT AND CRYING TILL I RAN OUT OF TEARS.

ALL I COULD THINK ABOUT WAS WHAT I ***DIDN'T*** HAVE. HOW MUCH I ***LOST.***

BUT TONIGHT, ALL OF A SUDDEN --

-- I SAW THE GRACE... THE ***GIFT*** --

-- IN WHAT I ***HAD.***

IT'S AS IF SHE WAS ***HERE*** WITH ME... SHOWING ME THE TRUTH I COULDN'T SEE THROUGH MY TEARS.

FOR ***NINE MONTHS*** I CARRIED THAT LITTLE LIFE INSIDE ME.

FOR NINE MONTHS SHE WAS A ***PART*** OF ME... IN A WAY NO ONE ELSE EVER WAS.

MY BREATH WAS HER BREATH... MY BLOOD WAS HER BLOOD.

I NURTURED HER... NOURISHED HER AND ***SHE*** NOURISHED ***ME.***

AND THEN -- WHEN SHE WAS BORN -- I GOT TO HOLD HER IN MY ARMS. I GOT TO LOOK IN HER EYES... ***SEE*** HER... ***FEEL*** HER.

LOVE HER.

IT'S TRUE I'VE LOST HER --

AND I'LL CARRY THAT LOSS IN MY HEART TILL THE DAY I DIE.

BUT I FEEL SO ***LUCKY,*** AUNT ANNA... SO ***BLESSED*** --

-- TO HAVE KNOWN HER AT ALL.

HE SWINGS TOWARD THE FAMILIAR BUILDING -- AND IT'S ALMOST LIKE SWINGING **HOME.**

THE DAILY BUGLE HAS BEEN A PART OF HIS LIFE SINCE HE WAS A TEENAGER...

... AND SO HAS ITS IRASCIBLE PUBLISHER, **J.JONAH JAMESON.**

HE'D LIKE TO SAY THAT HE'S GROWN FOND OF JAMESON OVER THE YEARS -- BUT THAT WOULDN'T BE THE RIGHT WORD.

10:45

CALL TO RALF THANK YOU!

IT'S HARD TO GROW FOND OF SOMEONE SO FULL OF BLUSTER AND ARROGANCE AND EGO.

PERHAPS IT'S BETTER TO SAY THAT'S HE'S GROWN **ACCUSTOMED** TO HIM. JUST AS HE'S GROWN ACCUSTOMED TO THEIR CONSTANT WAR OF WORDS: THE ENDLESS ARGUMENTS AND ACCUSATIONS, CHILDISH PRANKS AND SCREAMING MATCHES.

THERE'S SOMETHING **COMFORTING** IN IT. SOMETHING STABILIZING. NO MATTER HOW THE WORLD CHANGES -- HOW UNPREDICTABLE AND FRIGHTENING IT CAN BECOME -- SPIDER-MAN KNOWS THAT HE CAN ALWAYS COUNT ON JAMESON TO BE **ABSURDLY** CONSISTENT.

AND TONIGHT -- AS HE PREPARES TO EMBRACE HIS LIFE AGAIN -- IT SEEMS ONLY FITTING THAT HE STOP BY THE BUGLE...

... FOR A CONTENTIOUS ROUND OR TWO.

BUT SOMETHING MAKES THE WALL-CRAWLER PAUSE: MAYBE IT'S THE FACT THAT JAMESON'S STILL WORKING AWAY, WHILE MOST OF HIS EMPLOYEES LEFT HOURS AGO.

MAYBE IT'S THAT HE SUDDENLY LOOKS OLDER -- HUNCHED THERE, OVER HIS DESK...

... MORE FRAGILE, SOMEHOW, THAN SPIDER-MAN HAS EVER SEEN HIM.

TAP TAP

OR MAYBE, AFTER ALL HE'S BEEN THROUGH...

WHO IN THE NAME OF --?!

Oh, SO IT'S ***YOU!*** WHAT'RE YOU TRYING TO DO, YOU MASKED MANIAC -- ***SCARE*** ME TO DEATH?!

IT'S TEN O'CLOCK, JONAH --

-- WHY DON'T YOU KNOCK IT OFF AND GO HOME?

YOU KEEP WORKING THESE LATE HOURS --

-- YOU'RE GONNA DRIVE YOURSELF TO AN *EARLY GRAVE.*

... HE JUST FEELS LIKE GIVING THE OLD MAN A BREAK.

WAIT A MINUTE! AREN'T YOU GONNA ***INSULT*** ME?

AREN'T YOU GONNA STICK A CIGAR UP MY NOSE -- OR WEB ME TO MY ***CHAIR?*** AREN'T YOU --

10:5

10:51

PETER... IT'S TIME TO PUT IT *BEHIND* US.

I KNOW.

CAN -- CAN WE *MOVE?*

I KNOW HOW MUCH THIS HOUSE MEANS TO YOU, BUT THE MEMORIES... THE GHOSTS... I DON'T KNOW IF I CAN --

IT'S JUST THAT... IF WE MOVE BACK INTO THE *CITY*... START *OVER* THERE, WE --

WHATEVER YOU WANT, DARLIN'.

WHATEVER YOU WANT.

WHAT?

Uh... YEAH. *YEAH,* DAD.

ME, *TOO.*

SOMETHING WRONG, JOHN? YOU LOOK LIKE YOU'VE BEEN HIT ON THE HEAD WITH A *TWO-BY-FOUR.*

WRONG? NO. THAT... THAT WAS MY *FATHER* ON THE PHONE

CALLING, AS USUAL, TO TELL YOU THAT YOU'RE WASTING YOUR LIFE BEING *SECURITY CHIEF* HERE AT RAVENCROFT?

NO.

HE SAID... HE JUST WANTED ME TO KNOW THAT I WAS THE BEST SON ON THE *PLANET* --

-- AND THAT HE *LOVED* ME WITH ALL HIS HEART.

J.JONAH JAMESON SAID *THAT?*

YOU THINK HE'S BEEN *DRINKING?*

OR MAYBE HE'S FINALLY STARTING TO MELL --

-- Oh, MY *GOD!*

SMERDYAKOV --!

HE'S GONE!

GONE? BUT THAT'S *IMPOSSIBLE!*

YOU SAW THE MONITOR SCREEN! HE WAS JUST *THERE!*

WELL THEN MAYBE YOU'D LIKE TO *EXPLAIN* IT TO ME?

HE'S *GOT* TO BE *IN* THERE! FOR HEAVEN'S SAKE, THE MAN'S A HUMAN *CHAMELEON!*

HE'S PROBABLY FOUND SOME WAY TO BLEND HIMSELF RIGHT INTO THE --

I DON'T BELIEVE IT!

WELL--?

HE'S VANISHED, DOCTOR --

"-- WITHOUT A TRACE."

HE'S BEEN STARING AT THE SAME PARAGRAPH FOR HALF AN HOUR -- BUT HE JUST CAN'T SEEM TO CONCENTRATE.

CAN'T SLEEP, EITHER. THERE'S CHANGE IN THE AIR, HE CAN FEEL IT:

DOORS CLOSINGS, NEW ONES OPENING WIDE.

FOR THE FIRST TIME IN OVER A MONTH HE FEELS EXCITED ABOUT LIFE.

SO EXCITED HE COULD JUMP OUT OF HIS SKIN...

...OR START CLIMBING THE WALLS.

JUST ONE MINUTE --

WHERE DO YOU THINK YOU'RE GOING?

I WAS FEELING A LITTLE RESTLESS, SO I THOUGHT MAYBE I'D --

Um... LOOK, HONEY -- IF YOU WANT ME TO STAY HOME, I'LL JUST --

STAY HOME?

"US?"

NOW WHY WOULD I WANT US TO DO THAT?

US.

IT'S A *BEAUTIFUL* SUNRISE -- ISN'T IT, PETER?

YEAH -- IT SURE IS, DARLIN'...

"...IT SURE IS."

WHERE AM I, *HE WONDERS.*

AND HOW DID I GET HERE?

ALONE IN THE DARKNESS, HE SHIVERS... FEELING TERRIBLY SMALL. AND TERRIBLY AFRAID.

HE REMEMBERS BEING A LITTLE BOY, BACK IN RUSSIA. HOW SERGEI WOULD LOCK HIM IN THE TOOLSHED -- SOMETIMES FOR DAYS AT A TIME.

HOW THE BUGS WOULD CRAWL ALL OVER HIM... AND HE'D SCREAM AND WHIMPER AND BEG TO BE LET OUT. HOW HE'D CLAW AT THE WALLS TILL HIS NAILS WERE CRACKED AND HIS FINGERS WERE BLOODY.

AND SERGEI...

DON'T BE AFRAID, DMITRI.

BUT I HAD TO GET YOU ***OUT*** OF THERE. I COULDN'T LEAVE YOU TO BE DRAGGED AWAY BY PEOPLE WHO DON'T UNDERSTAND YOUR PAIN... YOUR ***SUFFERING.***

BUT ***I*** UNDERSTAND. AFTER ALL --

...SERGEI WOULD LAUGH.

YOU'RE NOT ALONE.

I HAVEN'T ABANDONED YOU.

KLIK

-- I AM YOUR DOCTOR.

ROYAL

UP

UP

UP

UP

MARVEL COMICS

SPIDER-MAN

FEB '97 1

APPROVED BY THE COMICS CODE AUTHORITY

SPIDER-MAN®

THE OSBORN JOURNALS

THE SINISTER SECRETS OF SPIDER-MAN'S GREATEST FOE!

DIARY of a MADMAN

THE OSBORN JOURNAL

GLENN GREENBERG
writer

KYLE HOTZ
pencils

JASON MOORE
KYLE HOTZ
inks

RICHARD STARKINGS/COMICRAFT
letters

MARK BERNARDO
colors

JOE ANDREANI
assistant edits

RALPH MACCHIO
edits

BOB HARRAS
chief

THE MEMORIES BURN WITHIN MY MIND LIKE A RAGING INFERNO...

...FUELED BY MY ANGER AND HATRED.

MEMORIES OF SEVEN YEARS AGO...

...AND MY BATTLE ON THAT BRIDGE, WITH MY GREATEST ENEMY.

OF MURDERING HIS LOVER, THAT SIMPERING, INSIGNIFICANT GIRL -- GWEN STACY --

-- AND DELIGHTING IN HIS GRIEF AND SUFFERING.

...AND I DIED.

MEMORIES OF OUR FINAL SHOWDOWN, WHERE THE FATES TURNED AGAINST ME...

OR SO I THOUGHT.

WHEN MY EYES SNAPPED OPEN AGAIN, I WAS IMMERSED IN DARKNESS.

I THOUGHT PERHAPS I HAD GONE BLIND.

I THEN REALIZED I WAS IN A CRAMMED SPACE OF SOME SORT.

I THOUGHT FOR A MOMENT THAT I WAS IN A COFFIN, THAT I HAD BEEN BURIED ALIVE.

BUT THEN I REACHED UP, FOUND THAT I WAS COVERED BY A SHEET. I PUSHED IT OFF...

...AND FOR THE FIRST TIME IN GOD KNOWS HOW LONG...

...I SAW LIGHT.

"WHERE AM I?" I WONDERED.

THAT WAS EASY. I WAS OBVIOUSLY IN THE CITY MORGUE.

"WHO AM I?" I ASKED MYSELF. THAT WAS EVEN EASIER.

OSBORN. NORMAN OSBORN. INDUSTRIALIST. BUSINESSMAN.

ONE OF THE WEALTHIEST, MOST INFLUENTIAL MEN IN NEW YORK CITY.

BUT -- UNBEKNOWNST TO ALL BUT MY GREATEST ENEMY -- I WAS ALSO THE GREEN GOBLIN.

AND I WAS FAR FROM DEAD!

THE FORMULA... THE ONE THAT GAVE ME SUPER-STRENGTH AND ENABLED ME TO BECOME THE GOBLIN...

...IT MUST HAVE ALSO GIVEN ME AN INCREDIBLE HEALING FACTOR AS WELL!

MY BODY MUST HAVE BEGUN HEALING THE MOMENT I WAS "KILLED"! THIS WAS A MOST... UNEXPECTED TURN OF EVENTS!

BUT IT WAS JUST THE FIRST OF MANY I WOULD EXPERIENCE OVER THE NEXT SEVEN YEARS.

SEVEN YEARS, IN WHICH I WOULD LEARN, ADAPT, GROW...

...EXPAND MY HORIZONS --

-- FARTHER THAN I EVER DREAMED POSSIBLE!

AND ALL THE WHILE...

...I PLANNED AND PLOTTED, AND WAITED FOR THE DAY TO ARRIVE...

...WHEN I WOULD FINALLY STRIKE BACK!

THIS DAY IS UPON ME, AT LONG LAST.

...AND THE LONG, TUMULTUOUS JOURNEY I EMBARKED UPON TO GET TO THIS POINT.

NOW, AS I STAND ON THE BRINK OF A SWEET, LONG-DESERVED REVENGE AGAINST PETER PARKER -- SPIDER-MAN -- THE ONE I HATE MOST IN ALL THE WORLD...

...I FIND MYSELF REFLECTING ON THE PAST, ON THE LAST SEVEN YEARS...

Stan Lee presents:

SPIDER-MAN: THE OSBORN JOURNALS

FOLLOWING MY "REBIRTH"...

THIS AUTOPSY REPORT... IT'S ABOUT *ME!* BUT HOW CAN *THAT* BE?

NO AUTOPSY'S BEEN *PERFORMED* ON ME YET!

I'LL FIGURE IT OUT *LATER!* I HAVE TO GET *OUT* OF HERE! HAVE TO FIND OUT IF I'VE BEEN *EXPOSED* AS THE GREEN GOBLIN!

BETTER MOVE FAST! I CAN HEAR *VOICES* OUTSIDE THE DOOR...

...WAIT! ONE OF THEM SOUNDS... *FAMILIAR..?*

HARRY?! WHAT'S MY *SON* DOING HERE?

I WOULD'VE THOUGHT HE'D BE TOO ADDLE-BRAINED FROM ALL THE *DRUGS* HE TAKES TO BE ANYWHERE BUT IN *BED!*

AND ... WHY IS HE PAYING OFF THE CORONER..?

THAT, TOO, WOULD HAVE TO BE FIGURED OUT LATER.

I SNUCK OUT OF THE MORGUE, AND FOUND A HOMELESS DRIFTER NEARBY, ONE WHO WAS SIMILAR ENOUGH TO MY HEIGHT AND BUILD.

I KILLED HIM, QUICKLY AND EFFICIENTLY. PLACED HIM IN THE DRAWER BACK AT THE MORGUE THAT HAD PREVIOUSLY HELD MY BODY.

I EVEN GAVE HIM THE SAME CHEST WOUNDS I HAD, TO AVOID ANY EXTRA SUSPICIONS AT THE MORGUE.

SEVERAL DAYS LATER, MY FUNERAL WAS HELD.

THE DRIFTER WAS BURIED IN MY PLACE.

I WATCHED THE PROCEEDINGS FROM A DISTANCE, UNNOTICED.

IT WAS A FAIRLY TOUCHING CEREMONY, ACTUALLY.

PARKER DIDN'T ATTEND, NOT EVEN TO SHOW SUPPORT FOR MY SON, TO WHOM HE WAS STILL SUPPOSEDLY A "BEST FRIEND."

THEN I REALIZED: EVERYONE NOW THOUGHT I WAS DEAD AND BURIED. HOW LIBERATING THAT WAS!

I COULD GO ANYWHERE, DO ANYTHING... AND NEVER BE SUSPECTED!

I ALSO REALIZED...

... WHAT A PERFECT TIME TO LAUNCH AN ATTACK ON PARKER! HE'D NEVER SEE IT COMING!

BUT THAT NIGHT, AS I RETURNED TO MY WAREHOUSE HIDEOUT...

THE LIGHT'S ON! SOMEONE'S INSIDE! BUT *WHO..?*

HARRY!

EVERYTHING'S WORKING OUT *PERFECTLY,* DAD!

THANK GOD I MANAGED TO GET YOU OUT OF YOUR GOBLIN COSTUME BEFORE THE POLICE ARRIVED!

AND THE CORONER! HE WAS *MORE* THAN WILLING TO FAKE YOUR AUTOPSY FOR THE AMOUNT OF MONEY I PASSED HIM!

NOW NO ONE'LL *EVER* DISCOVER THE SUPER-STRENGTH FORMULA IN YOUR BLOOD! THERE'S *NOTHING* TO LINK YOUR GOOD NAME WITH THE CRIMES OF THE GREEN GOBLIN!

REST *EASY,* DAD -- YOUR REPUTATION IS *SAFE!*

AS FAR AS THE WORLD KNOWS, THE GREEN GOBLIN IS STILL ALIVE, OUT THERE SOMEWHERE, WAITING TO STRIKE!

AND HE IS, DAD -- HE *IS!*

I'LL TAKE YOUR PLACE, DAD! I'LL PROVE THAT I'M A *WORTHY* SUCCESSOR!

I'LL *CONTINUE* THE WAR ON PARKER, AND *DESTROY* HIM!

HE STILL THINKS I'M HIS BEST FRIEND! BUT I'LL USE IT *AGAINST* HIM!

I'LL *AVENGE* YOUR DEATH, DAD! I *SWEAR* IT!

THE GREEN GOBLIN WILL LIVE ON -- IN *ME!*

I CAN'T *BELIEVE* IT! HARRY -- MY SPINELESS, COWARDLY, *WIMP* OF A SON --

-- TAKING *CONTROL* OF HIS LIFE!

ACTING LIKE A *MAN!*

MAYBE THERE'S HOPE FOR HIM *YET..!*

I WATCHED ALL NIGHT FROM THE SHADOWS, AS HARRY PRACTICED ON MY GOBLIN GLIDER FOR THE VERY FIRST TIME.

HE ACTUALLY SHOWED ***PROMISE.***

ALL THE TIMES I TRIED TO TOUGHEN THAT BOY UP, GET HIM TO BE STRONG, AND I WAS ALWAYS DISAPPOINTED.

NOW HE ***WANTS*** THE CHANCE TO PROVE HIMSELF, TO SHOW THAT HE'S GOT WHAT IT TAKES.

SAUCY BOY

COTTON EYE JOE

I'LL ***GIVE*** HIM THAT CHANCE.

I'LL ***LET*** HARRY CONTINUE THE WAR ON PARKER, AND HOPE FOR THE BEST.

BUT IF HARRY FAILS, I'LL TAKE CARE OF PARKER ***MYSELF...***

... AND I ***ALREADY*** HAVE AN IDEA OF HOW TO ***DO*** IT...

EVERYONE THOUGHT ME DEAD. I DECIDED TO TAKE ADVANTAGE OF THAT, AND FOCUS MY ATTENTIONS ELSEWHERE FOR A WHILE.

SO I LEFT AMERICA FOR EUROPE, WHERE I COULD MOVE ABOUT FREELY, UNRECOGNIZED...

... AND WHERE I HAD ALREADY ESTABLISHED A FOOTHOLD THAT WOULD ENABLE ME TO BUILD AN EMPIRE!

UPON MY ARRIVAL IN EUROPE, I CREATED AN INFORMATION NETWORK THAT WAS SECOND TO NONE, ALLOWING ME TO KEEP TABS ON ANYONE I CHOSE, BE IT HARRY, PARKER, WHOMEVER.

IT ALLOWED ME TO OPERATE LIKE A GHOST -- WHICH IS, FOR ALL INTENTS AND PURPOSES, WHAT I WAS: A DEAD MAN WHO CONTINUED TO WALK THE EARTH.

I COULD REMAIN HIDDEN, BEHIND THE SCENES, BUT FULLY AWARE.

IT WAS THROUGH MY INFORMATION NETWORK THAT I LEARNED OF...

... THE CABAL OF SCRIER.

A SECRET, CENTURIES-OLD AND VERY EXCLUSIVE GROUP, MADE UP OF MEN WHO SHARED A COMMON GOAL: THE ACQUISITION OF UNLIMITED WEALTH, POWER AND CONTROL.

INSPIRED BY SCRIER, A MYTHICAL BEING OF IMMENSE SUPERNATURAL POWER, WHO MAY HAVE ACTUALLY EXISTED.

THE CABAL WAS VERY MUCH REMINISCENT OF THE MOB, THE KU KLUX KLAN AND THE HELLFIRE CLUB...

... WITH STRONG TIES TO ORGANIZED CRIME IN EUROPE, AN ALMOST RELIGIOUS DEVOTION TO THEIR GOALS, AND IDENTICAL COSTUMES -- BASED ON THE MYTHICAL SCRIER --

-- TO UNITE THEM IN BROTHERHOOD.

I WAS INITIALLY DRAWN TO THE GROUP BECAUSE SCRIER'S APPEARANCE -- THAT OF A GHOST -- PARTICULARLY APPEALED TO ME.

BUT AS I LEARNED MORE ABOUT IT, I CAME TO SEE IT AS A GREAT RESOURCE FOR MYSELF.

I QUICKLY JOINED ITS RANKS...

... AND SHORTLY THEREAFTER, BY MEANS OF A SOMEWHAT... UNORTHODOX HOSTILE TAKEOVER...

KRAK

... I BECAME ITS NEW, UNDISPUTED LEADER.

WITH THE SCRIER CABAL NOW SERVING AS MY EYES AND EARS, AND DOING MY BIDDING WITHOUT QUESTION...

... MY POWER BASE GREW BEYOND EVEN MY EXPECTATIONS.

BUT, OF COURSE, THERE WERE DISAPPOINTMENTS, AS WELL.

HARRY'S STINT AS THE GREEN GOBLIN, FOR ONE THING.

I SHOULD HAVE KNOWN THAT HE WOULD BE A TOTAL FAILURE. PARKER SOUNDLY DEFEATED HIM.

HARRY ENDED UP BEING INSTITUTIONALIZED, BRINGING NOTHING BUT DISGRACE TO THE OSBORN NAME.

IT WAS THEN TIME FOR ME TO BEGIN MY PLAN TO DESTROY PARKER.

IT WAS FIVE YEARS AGO. I SENT ONE OF MY SCRIERS TO NEW YORK, WHERE HE WOULD MAKE CONTACT WITH AN OLD ACQUAINTANCE OF MINE...

... A SCIENTIST, WHOSE WORK I WAS QUITE FAMILIAR WITH, WHOSE EXPERIMENTS I HAD ACTUALLY BEEN HELPING TO FUND, BEFORE MY "DEATH"...

... AND BEFORE I EVEN KNEW HOW IMPORTANT TO ME THEY WOULD EVENTUALLY BECOME.

PROFESSOR MILES WARREN! I AM... SCRIER! I KNOW OF YOUR EXPERIMENTS IN ***CLONING***, AND I HAVE COME TO OFFER MY ***ASSISTANCE!***

I CAN HELP YOU ***PERFECT*** YOUR CLONING PROCESS, WARREN. I HAVE VAST RESOURCES, ***FAR*** BEYOND WHAT YOU HAVE TO WORK WITH ***HERE***.

W-WHY SHOULD I TRUST ***YOU?***

THROUGH INFORMATION THAT I'D GATHERED ON WARREN, I PREPARED MY SCRIER WELL. HE KNEW EXACTLY HOW TO APPEAL TO WARREN'S SENSIBILITIES.

I CAN HELP YOU ACHIEVE YOUR FONDEST ***DESIRE***, WARREN...

... THE RESURRECTION OF THE GIRL YOU SECRETLY ***LOVED*** -- YOUR ***STUDENT***, GWEN STACY --

-- AND ***REVENGE*** ON THE MAN WHO ***KILLED*** HER!

AND WITH THAT, WARREN WAS MINE.

THROUGH MY SCRIER, I CONTRIBUTED ALL THE RESOURCES I COULD MUSTER TO HELP WARREN CREATE THE PERFECT CLONE.

BUT OTHER OPPORTUNITIES PRESENTED THEMSELVES TO ME, AS WELL!

ONE IN PARTICULAR WAS PROVIDED BY WARREN'S OWN ASSISTANT, AN AMBITIOUS SCIENTIST NAMED SEWARD TRAINER.

MY SCRIER HAD BEEN OBSERVING TRAINER, AND REPORTED TO ME THAT THERE WAS MORE TO HIM THAN MET THE EYE. I SAW A WAY OF TAKING ADVANTAGE OF IT...

ARE YOU TAKING WARREN'S DATA FILES FOR ***SAFE-KEEPING,*** TRAINER...

...OR FOR FAR MORE ***TREACHEROUS*** PURPOSES?

WHA -- ? WHO --?

SCRIER! W-WHAT ARE ***YOU*** DOING HERE? WARREN'S ***GONE*** FOR THE NIGHT!

I COULD ASK THE SAME OF ***YOU,*** TRAINER, BUT I ALREADY ***KNOW*** THE ANSWER!

I HAVE BEEN AWARE FOR SOME TIME NOW THAT YOU HAVE BEEN SECRETLY ***STEALING*** WARREN'S FILES AND NOTES ON HIS GENETIC EXPERIMENTS.

IT WAS SIMPLE TO SURMISE THAT YOU PLAN TO BUILD A REPUTATION FOR YOURSELF AS A TOP SCIENTIST, BASED ON WORK YOU'VE ***STOLEN*** FROM YOUR MENTOR.

NOW, HOW DO YOU THINK HE'LL ***REACT*** TO THAT, Hmm?

YOU CAN'T TELL WARREN! YOU CAN'T! I'VE LEARNED THAT HE'S ***INSANE!***

HE KILLED HIS ***LAST*** ASSISTANT -- ***ANTHONY SERBA*** -- IN A FIT OF ***RAGE!*** NOW HE'S CONVINCED HE'S A CRIMINAL MASTERMIND CALLED THE ***JACKAL!***

IF HE FINDS OUT I BETRAYED HIS TRUST, I'M A ***DEAD*** MAN!

PERHAPS YOU SHOULD HAVE THOUGHT OF THAT ***BEFOREHAND.***

I NEVER THOUGHT I'D BE ***CAUGHT!***

PLEASE DON'T TELL WARREN WHAT I'VE DONE! I'LL DO ANYTHING YOU ASK!

I SWEAR IT!

ANYTHING? Hmm... I'LL HOLD YOU TO THAT, TRAINER...

VERY WELL. YOUR SECRET IS ***SAFE*** WITH ME. BUT KNOW THIS...

...AT SOME POINT, I WILL CALL UPON YOU TO SERVE MY NEEDS. I'LL EXPECT YOUR ***COMPLETE*** COOPERATION AND OBEDIENCE.

AND IF I ***DON'T*** GET IT...

Y-YOU'LL GET IT! I ***PROMISE..!***

YET ANOTHER PAWN ADDED TO MY COLLECTION.

TIME PASSED. AND DURING THAT TIME, WARREN'S CLONING EXPERIMENTS CONTINUED AND HEADED TOWARDS COMPLETION.

THE CLONES ARE PROGRESSING ***SPLENDIDLY.*** YOUR ASSISTANCE HAS TRULY MADE THE DIFFERENCE, SCRIER.

YOU ARE TOO KIND, PROFESSOR.

I BELIEVE ***"PETER"*** WILL BE COMPLETED ***FIRST.*** HOW POSITIVELY ***BIBLICAL*** THAT THE FIRST SUCCESSFUL CLONE IS A ***MAN...***

...LIKE ***ADAM*** IN THE GARDEN OF EDEN.

BUT WARREN'S OPTIMISM WAS A BIT PREMATURE.

THE "PETER" CLONE WAS ***FLAWED,*** HAVING DEVELOPED A FATAL CONDITION CALLED CLONE DEGENERATION.

WARREN ***ABANDONED*** HIS CREATION...

...AND THIS CLONE WENT OUT INTO THE WORLD TO BECOME A SUPER-POWERED CRIMINAL CALLED KAINE.

WARREN DID NOT TAKE THIS FAILURE LIGHTLY...

I DON'T UNDERSTAND WHY IT DIDN'T WORK! IT ***SHOULD*** HAVE WORKED!

I CAN'T LET THIS HAPPEN TO ***GWEN,*** SCRIER! ***NOT*** TO GWEN!

CALM YOURSELF, WARREN. I AM CONFIDENT THAT WE CAN OVERCOME THIS PROBLEM.

SIMPLY PLACE THE CLONE OF THE STACY GIRL IN STASIS UNTIL THEN.

WHY ARE YOU HELPING ME ***ANYWAY,*** SCRIER? I ***STILL*** DON'T SEE WHAT YOU'RE GETTING OUT OF THIS.

MY REASONS ARE MY OWN. SOMEDAY, I MAY ASK YOU TO ***RECIPROCATE*** FOR ALL THE ASSISTANCE I HAVE GIVEN YOU.

BUT FOR NOW, I STILL OFFER YOU ALL THE RESOURCES AT MY DISPOSAL, WITH MY COMPLIMENTS.

WILL YOU ***ACCEPT,*** OR WILL YOU ***CONTINUE*** TO POINT AN ACCUSING FINGER AT ME?

WARREN ACCEPTED, OF COURSE.

SOON, THROUGH MY INFORMATION NETWORK, AND MY CONTACTS WITHIN THE EUROPEAN SCIENTIFIC COMMUNITY...

...HE GAINED THE MEANS TO CREATE THE PERFECT CLONE.

LOOK AT HER, SCRIER! COMPLETELY HEALTHY, COMPLETELY FLAWLESS! I'VE ***DONE*** IT!

GWEN STACY LIVES AGAIN!

YES... AND NOW YOU HAVE ONE ***FINAL*** TASK TO ACCOMPLISH, IN ORDER TO GAIN YOUR ***REVENGE...***

ONE FINAL TASK: THE CREATION OF A PERFECT CLONE OF PETER PARKER...

...THE MAN WARREN BELIEVED WAS RESPONSIBLE FOR THE STACY GIRL'S DEATH.

WARREN HAD SERVED HIS PURPOSE TO ME. IN GRATITUDE... I LET HIM LIVE.

MY WORK HERE IS DONE, WARREN. I WILL NOW TAKE MY LEAVE OF YOU.

I SUSPECT OUR PATHS WILL CROSS AGAIN... *SOMEDAY.*

I DON'T DOUBT IT. GOOD-BYE, SCRIER... AND *THANK YOU!*

I FOLLOWED WARREN'S REVENGE CAMPAIGN AGAINST PARKER WITH GREAT INTEREST. IT CULMINATED AT SHEA STADIUM...

...WHERE PARKER ENCOUNTERED HIS CLONE IN AN ARENA ORCHESTRATED BY WARREN HIMSELF, WHO WAS BY THEN FULLY IMMERSED IN HIS OTHER PERSONA -- THE JACKAL!

IT ALL ENDED IN A RATHER... EXPLOSIVE MANNER...

...THANKS TO A POWERFUL BOMB PLANTED IN THE STADIUM BY THE JACKAL.

PARKER AND HIS CLONE WERE BURIED UNDER HEAVY RUBBLE, WHERE THEY LAY UNCONSCIOUS FOR A TIME.

MEANWHILE, WARREN -- WHO HAD BEEN IN HIDING THE WHOLE TIME, HAVING SENT A CLONE OF HIMSELF INTO THE STADIUM IN CASE HIS PLANS MET WITH DEFEAT --

-- EMERGED AS THE SMOKE CLEARED, AND EXAMINED THEM BOTH...

...TO DETERMINE WHICH WAS THE ORIGINAL AND WHICH WAS THE DUPLICATE.

THEN, HE INJECTED THE ONE WHO TESTED AS THE **REAL** PARKER WITH A DRUG THAT WOULD SIMULATE DEATH.

BUT WARREN WAS UNAWARE OF STEPS THAT I HAD TAKEN, **BEFORE** THE ENCOUNTER AT SHEA STADIUM, THAT WOULD GIVE **ME** THE UPPER HAND...

IT IS TIME FOR YOU TO FULFILL ***YOUR*** PART OF OUR ***DEAL,*** TRAINER.

LET'S GET IT OVER WITH, THEN. WHAT MUST I DO?

I WANT YOU TO ***TAMPER*** WITH WARREN'S EQUIPMENT, SO THAT IF HE IS ABLE TO EXAMINE HIS PARKER CLONE ***AGAINST*** THE REAL ONE...

...THE CLONE WILL READ AS THE ORIGINAL AND THE ORIGINAL AS THE CLONE.

TONIGHT, AT SHEA STADIUM, WARREN WILL MOVE HIS REVENGE OPERATION AGAINST PARKER INTO ITS ***NEXT*** PHASE.

HIS INTENTION IS NOT TO ***KILL*** PARKER, BUT TO UTTERLY DESTROY PARKER'S LIFE, HIS IDENTITY... HIS ENTIRE ***WORLD!***

FROM THIS POINT ON, HOWEVER, I WANT WARREN TO DEVOTE HIS EFFORTS TO THE ***WRONG*** TARGET.

TRAINER DID AS HE WAS TOLD. HOURS LATER, THE JACKAL WOULD RECEIVE THE FALSE EXAMINATION RESULTS, AS I INTENDED...

BUT... ***WHY?***

THAT IS NONE OF YOUR CONCERN. JUST BE GLAD THAT THIS IS ALL FAR ***BEYOND*** YOU, TRAINER.

...AND WOULD NEVER REALIZE THAT HE HAD BEEN DUPED.

THINGS FELL INTO PLACE RATHER SMOOTHLY AFTER THAT. PARKER REVIVED, BROUGHT HIS SEEMINGLY DEAD CLONE TO A FACTORY IN BROOKLYN...

... AND THREW THE BODY DOWN A SMOKESTACK!

WARREN WAS NEARBY, OBSERVING THIS...

... AND PROMPTLY PULLED THE CLONE OUT OF THE SMOKESTACK ONCE PARKER WAS GONE!

AND, AS PART OF A LONG-RANGE PLAN TO CAUSE FURTHER CONFUSION AND ANGUISH FOR PARKER LATER ON...

... WARREN THEN TOSSED THE CORPSE OF ANOTHER, EARLIER, FAILED PARKER CLONE DOWN INTO THE SMOKESTACK WHERE IT WOULD LAY FOR THE NEXT FIVE YEARS.

CONVINCED THAT HE HAD THE ORIGINAL SPIDER-MAN IN HIS CLUTCHES, WARREN TAMPERED WITH HIS MIND, PLANTED THE UNSHAKABLE BELIEF THAT HE WAS ONLY A CLONE, AND SENT HIM OUT INTO THE WORLD...

... WHERE HE WOULD BECOME THE WANDERER, BEN REILLY. WARREN THOUGHT HE'D ROBBED SPIDER-MAN OF HIS LIFE, HIS IDENTITY.

THIS WAS ACTUALLY MY INTENTION FOR PARKER, AS WELL. THAT WAS WHY I HELPED WARREN CREATE THE CLONE IN THE FIRST PLACE!

BUT WARREN WAS ACTING FAR TOO SOON. THE TIME WAS NOT YET RIGHT. SO, THROUGH MY MACHINATIONS....

... WARREN'S VICTIM WAS ACTUALLY THE CLONE THAT HE HIMSELF HAD CREATED!

BUT I WANTED TO KEEP TABS ON THE CLONE, SINCE HE WOULD BE A KEY PLAYER IN WHAT WAS TO COME. I HAD MY SCRIER ARRANGE FOR A FINAL BIT OF BUSINESS WITH TRAINER...

...I WISH FOR YOU TO MONITOR THE CLONE'S ACTIVITIES AND WHEREABOUTS. I WILL CONTACT YOU PERIODICALLY TO RECIEVE YOUR UPDATES.

FOR HOW *LONG?*

UNTIL I TELL YOU OTHERWISE. THIS WILL BE A ***LONG-TERM*** ASSIGNMENT, TRAINER...

...YOU HAD BEST GET ***USED*** TO IT.

TRAINER DID HIS JOB WELL. HE EVEN WENT SO FAR AS TO MAKE **CONTACT** WITH THE CLONE, BEFRIENDING HIM, BECOMING HIS CONFIDANTE AND MENTOR.

BUT I DID NOT ANTICIPATE TRAINER DEVELOPING A **BOND** WITH REILLY, HIS COMING TO LOOK UPON THE CLONE ALMOST AS A **SON.**

I NOW FEAR THIS BOND BETWEEN THEM COULD LEAD TO... **COMPLICATIONS.**

...BUT AS IT TURNED OUT, IT WAS HARRY'S **PSYCHIATRIST,** A **DR. BART HAMILTON,** WHO FANCIED HIMSELF A CRIMINAL MASTERMIND!

HIS STINT AS THE GOBLIN WAS EXTREMELY **SHORT-LIVED.** I DID NOT EVEN **DISCOVER** HIS IDENTITY UNTIL **AFTER** HE WAS KILLED IN AN EXPLOSION.

A YEAR OR SO **AFTER** THE SHEA STADIUM AFFAIR, I WAS PRIMARILY FOCUSING MY ATTENTIONS ON MY GROWING EMPIRE IN EUROPE.

I WAS BRIEFLY DISTRACTED, HOWEVER, BY THE **RETURN** OF THE GREEN GOBLIN, WHO MADE A RATHER **PATHETIC** ATTEMPT TO TAKE OVER THE NEW YORK UNDERWORLD.

NATURALLY, I ASSUMED IT WAS **HARRY...**

ALMOST A YEAR AFTER THAT, I RECEIVED A SHOCKING BIT OF NEWS FROM MY WORLD-WIDE INFORMATION NETWORK...

WHAT?! ***MENDEL STROMM*** -- ALIVE?!

BUT HOW CAN ***THAT*** BE..?

MENDEL STROMM... A NAME FROM MY PAST.

HE WAS A CHEMIST AND ROBOTICS EXPERT. HE HAD BEEN MY BUSINESS PARTNER. TOGETHER, WE BUILT WHAT IS NOW OSBORN INDUSTRIES.

BUT WHEN I LEARNED THAT STROMM WAS EMBEZZLING FROM THE COMPANY, I SAW AN OPPORTUNITY TO OUST HIM AND TAKE COMPLETE CONTROL OF THE BUSINESS!

YOU'LL ***PAY*** FOR THIS, OSBORN! I WON'T BE IN JAIL ***FOREVER***, AND WHEN I GET OUT...

...I'LL HAVE MY ***REVENGE!***

TAKE HIM AWAY, GENTLEMEN!

I'LL BE IN COURT TO PREFER CHARGES IN THE MORNING!

THAT WAS NINETEEN YEARS AGO. STROMM WAS RELEASED FROM PRISON TEN YEARS AFTER THAT.

TRUE TO HIS WORD, HE ATTEMPTED TO GET REVENGE ON ME.

HE FAILED, AND ENDED UP DYING -- SUPPOSEDLY -- FROM A HEART ATTACK.

BUT MORE IMPORTANTLY...

...HE CREATED THE FORMULA THAT GAVE ME SUPER-STRENGTH, THAT ENABLED ME TO BECOME THE GOBLIN... THAT BROUGHT ME BACK FROM THE DEAD.

BUT IF STROMM WAS REALLY ALIVE, I WANTED TO KNOW ABOUT IT! I DISPATCHED SEVERAL OF MY SCRIERS TO NEW YORK TO INVESTIGATE.

THEY EVENTUALLY LEARNED THAT 'STROMM' WAS ACTUALLY A ROBOT, CREATED BY MY HAPLESS EX-PARTNER YEARS EARLIER...

...AND THAT THIS ROBOT WAS DESTROYED DURING A BATTLE WITH SPIDER-MAN.

THE **REAL** STROMM, IT SEEMED, WAS INDEED DEAD.

BUT MY SCRIERS DISCOVERED SOMETHING ELSE, SOMETHING THAT CAUSED ME A GREAT DEAL OF CONCERN...

...DURING OUR INVESTIGATION, WE CHECKED THE **REAL** STROMM'S OLD LAB, AND FOUND SOME OF HIS **NOTES.**

THEY INDICATE THAT HE TESTED HIS SUPER-STRENGTH FORMULA ON **HIMSELF**, SHORTLY BEFORE HE DIED.

IF THAT'S ***TRUE***... AND THE FORMULA COULD REVIVE ***ME*** FROM THE DEAD...

COULDN'T IT HAVE DONE THE SAME FOR ***STROMM?***

I WANT YOU TWO TO CHECK OUT STROMM'S TOMB, EXAMINE HIS BODY --

-- AND REPORT YOUR FINDINGS TO ME ***IMMEDIATELY!***

THEIR FINDINGS WERE EXTRA-ORDINARY! I HAD THEM STEAL THE BODY FROM THE TOMB, AND BRING IT BACK WITH THEM TO EUROPE...

...WERE I COULD EXAMINE IT PERSONALLY.

INCREDIBLE! HIS BODY HAS WITHERED OVER THE YEARS, DECAYED... BUT HE'S STILL ***ALIVE!***

IT'S SOME SORT OF SUSPENDED ANIMATION! THE FORMULA MUST HAVE AFFECTED HIM DIFFERENTLY FROM ME BECAUSE HE USED HIS EARLIER, ***ORIGINAL*** VERSION OF IT!

I SAW THIS AS YET ANOTHER GOLDEN OPPORTUNITY. I IMMEDIATELY SET OUT TO REVIVE STROMM...

.....AND ULTIMATELY MET WITH SUCCESS...

... MUCH TO STROMM'S DISMAY.

LOOK AT ME, OSBORN! I'M A LIVING CORPSE! MY BODY'S **USELESS!**

I WAS BETTER OFF IN MY **GRAVE!** WHY COULDN'T YOU LET ME REST IN PEACE?

YOUR CONDITION MAY NOT BE ***IRREVERSIBLE,*** STROMM.

I'M WILLING TO DO EVERYTHING I CAN TO SEE YOU RESTORED TO YOUR ***ORIGINAL*** SELF!

OUT OF THE KINDNESS OF YOUR HEART, I'M SURE!

WHAT WILL YOUR ***"HELP"*** COST ME, YOU DEVIL?

I'LL REQUIRE YOUR... ***SERVICES,*** FOR AN EXTENDED PERIOD OF TIME. BUT I THINK YOU'LL ACTUALLY FIND THE WORK FULFILLING, CHALLENGING...

... PERHAPS EVEN ***ENJOYABLE!*** WHAT DO YOU SAY?

WHAT CHOICE DO I HAVE? I AGREE TO YOUR TERMS

...DAMN YOU.

DON'T BE SO ***GLUM,*** MENDEL! AFTER ALL...

... WE'LL BE WORKING ***TOGETHER*** AGAIN!

HA HA HA

I OUTFITTED STROMM IN A SPECIAL LIFE-SUPPORT SUIT OF ARMOR THAT GAVE HIM BACK HIS MOBILITY...

... AND ENABLED HIM TO BECOME ONE OF MY MOST EFFECTIVE AND LETHAL OPERATIVES!

I ALSO TOOK ADVANTAGE OF STROMM'S SCIENTIFIC EXPERTISE, HAVING HIM DEVELOP HIGHLY-ADVANCED HOLOGRAPHIC TECHNOLOGY AND TRANSPORTATION DEVICES THAT WOULD MAKE SCRIER SEEM TO MYSTICALLY APPEAR AND DISAPPEAR AT WILL...

... ALONG WITH WEAPONRY AND SPECIAL EFFECTS DEVICES BUILT INTO THE SCRIER COSTUMES, ALL TO MAINTAIN THE ILLUSION OF SCRIER BEING A SINGLE, SUPERNATURAL ENTITY OF IMMENSE POWER.

THINGS WERE GOING **EXTREMELY** WELL... UNTIL MY DISCOVERY OF EVENTS TAKING PLACE BACK IN NEW YORK ENRAGED ME SO MUCH...

... THAT I WAS TEMPTED TO **RETURN** THERE FOR THE FIRST TIME SINCE MY "DEATH" FOUR YEARS BEFORE.

SOMEONE HAD DISCOVERED ONE OF MY OLD GOBLIN HIDEOUTS AND STOLE MY COSTUMES, MY EQUIPMENT, AND, **MOST** GALLING OF ALL...

...THE PERSONAL **JOURNALS** I KEPT DURING THAT PERIOD OF MY LIFE! ADOPTING A COSTUMED IDENTITY THAT ECHOED MINE, THIS USURPER CALLED HIMSELF...

...THE HOBGOBLIN!

AND HIS SHEER AUDACITY INFURIATED ME!

HE QUICKLY ATTEMPTED TO BECOME A MAJOR PLAYER IN THE NEW YORK CITY UNDERWORLD...

...AND EVEN BEGAN A WAR WITH SPIDER-MAN TO DEMONSTRATE HIS **PROWESS.**

IT BECAME INCREASINGLY OBVIOUS THAT HE'D GAINED **SUPER-STRENGTH,** AND I SURMISED THAT HE'D USED **MY** JOURNALS TO RECREATE STRONM'S FORMULA.

THAT ONLY FUELED MY RAGE.

I MADE ARRANGEMENTS TO RETURN TO NEW YORK IN SECRET AND DEAL WITH THIS SCUM **PERSONALLY...**

...BUT THEN I RECIEVED INFORMATION ABOUT SOMETHING I DEEMED OF EVEN **GREATER** IMPORTANCE. OR RATHER, SOME**ONE**...

DR. JUDAS TRAVELLER.

A WORLD-RENOWNED CRIMINAL PSYCHOLOGIST. I KNEW OF HIS WORK AND FOUND HIS THEORIES AND OBSERVATIONS ABOUT THE NATURE OF GOOD AND EVIL TO BE...**INTRIGUING.**

IT WAS COMMON KNOWLEDGE THAT HE HAD GONE INTO **SECLUSION** OF LATE, BUT THROUGH MY SOURCES, I DISCOVERED THE REASON WHY...

...A COMPLETE, SEVERE ***NERVOUS BREAKDOWN,*** BROUGHT ON BY AN UNHEALTHY ***OBSESSION*** WITH HIS WORK.

BUT THAT'S NOT ***ALL...***

IT SEEMED THAT TRAVELLER'S BREAKDOWN TRIGGERED A LATENT MUTANT POWER WITHIN HIM-- THE POWER TO ALTER A PERSON'S PERCEPTIONS OF REALITY.

AND APPARENTLY, THAT POWER EXTENDED TO HIMSELF...

...BECAUSE HE BECAME CONVINCED THAT HE WAS A GOD-LIKE BEING WHO HAD WALKED THE EARTH FOR CENTURIES, STUDYING GOOD AND EVIL!

NEVERTHELESS, I RECOGNIZED HIM AS A NEAR-LIMITLESS SOURCE OF POWER, A GREAT ASSET TO MY OWN OPERATIONS.

I SENT ONE OF THE SCRIERS TO BEFRIEND TRAVELLER, BECOME HIS CONFIDANTE AND ADVISOR, PLAY INTO HIS DELUDED FANTASIES...

...ALL THE WHILE SUBTLY MANIPULATING AND GUIDING HIM IN DIRECTIONS THAT WOULD BENEFIT MY AGENDAS.

TRAVELLER LOVED THE BOOST TO HIS EGO THAT SCRIER PROVIDED.

AND THROUGH SCRIER, I SET TRAVELLER UP WITH A TEAM OF SPECIAL OPERATIVES.

TRAVELLER REFERRED TO THEM AS "THE HOST."

EVEN MORE PAWNS UNDER MY CONTROL.

SOON AFTER, I LEARNED OF PARKER'S MARRIAGE TO THAT WATSON GIRL-- THE ONE WHO SPURNED HARRY'S AFFECTIONS, BACK WHEN THEY WERE ALL ATTENDING COLLEGE TOGETHER.

FOR HER TO CHOOSE PARKER OVER MY BOY...

HARRY WAS CURED OF HIS INSANITY BY THEN, HAPPILY MARRIED AND THE FATHER OF A LITTLE BOY NAMED AFTER ME.

BUT I COULDN'T FORGET THE HURT AND ANGUISH THAT THE WATSON GIRL HAD CAUSED HARRY WHEN SHE REJECTED HIM. IT HELPED DRIVE HIM TO DRUGS, AND HIS BREAKDOWN.

HARRY MAY HAVE BEEN A SNIVELLING WEAKLING, BUT HE WAS STILL MY SON. STILL AN OSBORN.

AND YET, I ALLOWED HER MARRIAGE TO PARKER TO PROCEED UNINTERRUPTED...

...FOR I KNEW THAT THE MORE HAPPINESS THEY ATTAINED, THE MORE THEY WOULD SUFFER WHEN I TOOK IT ALL AWAY FROM THEM.

IRONICALLY, IT WAS HARRY HIMSELF, ONE YEAR AGO, WHO NEARLY ACCOMPLISHED THAT TASK ON HIS OWN! HE SUFFERED ANOTHER BREAKDOWN...

...BECAME THE GREEN GOBLIN ONCE AGAIN, AND BEGAN TERRORIZING PARKER AND HIS WIFE...

...THREATENING TO EXPOSE PARKER AS SPIDER-MAN.

BUT THIS TIME, HARRY HAD ALSO IMBUED HIS BLOODSTREAM WITH A NEW VERSION OF STROMM'S FORMULA, GIVING HIM STRENGTH THAT EQUALLED-- PERHAPS EVEN EXCEEDED--MY OWN!

HE WAS CERTAINLY A MATCH FOR PARKER!

I THOUGHT HE MIGHT ACTUALLY HAVE A CHANCE TO DEFEAT OUR COMMON ENEMY ONCE AND FOR ALL.

I SHOULD HAVE KNOWN BETTER.

THE NEW FORMULA WAS UNTESTED. TOXIC. IT DESTROYED HARRY FROM WITHIN, AND ULTIMATELY KILLED HIM.

HARRY WENT TO THE GRAVE NEVER KNOWING THAT I WAS STILL ALIVE.

AND SINCE IT WAS THE FORMULA ITSELF THAT KILLED HIM, HARRY -- UNLIKE STROMM AND MYSELF -- WOULD NOT BE COMING BACK.

IT SEEMS THAT EVEN IN DEATH, HARRY WAS THE LOSER HE HAD ALWAYS BEEN IN LIFE.

BUT HARRY WAS STILL MY SON. MY ONLY SON. AND HE WAS AN OSBORN. HIS DEATH WOULD NOT GO UNPUNISHED.

IT WAS HARRY'S "BEST" FRIEND PARKER WHO DROVE HIM TO USE THAT NEW FORMULA ON HIMSELF --

-- THE ONE THAT KILLED HIM!

PARKER WOULD PAY DEARLY.

I GATHERED MY OPERATIVES TO BEGIN MY REVENGE CAMPAIGN AGAINST PARKER IN EARNEST...

... AND IT SEEMED LIKE THE FATES DECIDED TO WORK IN MY FAVOR FROM THEN ON.

EARLIER THIS YEAR, FOR EXAMPLE, THE OLD WOMAN -- PARKER'S AUNT -- SUFFERED A SEVERE STROKE AND LAPSED INTO A COMA.

THIS OCCURRED AROUND THE SAME TIME THAT PARKER'S WIFE ANNOUNCED THAT SHE WAS PREGNANT□

□AN ANNOUNCEMENT THAT PROVIDED ME WITH THE IMPETUS TO MOVE MY PLAN INTO NEXT PHASE.

AND AS LUCK WOULD HAVE IT, THE CLONE -- REILLY -- LEARNED OF MAY PARKER'S STROKE AND RETURNED TO NEW YORK TO BE NEAR HER DURING HER FINAL DAYS.

THIS SAVED ME THE TROUBLE OF CONCOCTING SOME ELABORATE SCHEME TO LURE HIM BACK TO THE CITY.

THEN THE OLD WOMAN FINALLY DIED, DELIVERING A MAJOR EMOTIONAL BLOW TO PARKER AND HIS WIFE.

MY ONLY REGRET IS THAT I WAS NOT THE CAUSE.

NONETHELESS, IT WAS MAY PARKER'S ILLNESS AND SUBSEQUENT DEATH THAT FULFILLED MY GREATEST NEED!

FOR PARKER AND HIS CLONE WERE FINALLY BROUGHT TOGETHER AGAIN, AMIDST A SEA OF CONFUSION, SUSPICION AND RESENTMENT! IT WAS TIME TO SEIZE CONTROL OF THE SITUATION --

-- BUT THEN AN UNEXPECTED WILD CARD WAS THROWN INTO THE MIX.

THE JACKAL RETURNED, AFTER FIVE YEARS OF INACTIVITY, AND IMMEDIATELY SET HIS SIGHTS ON PARKER AND THE CLONE, WHO BY THEN HAD BECOME A COSTUMED CRIME-FIGHTER CALLED "THE SCARLET SPIDER."

I SUPPOSE ALL THE GOOD NAMES WERE TAKEN.

THERE WAS TOO MUCH AT STAKE TO ALLOW THE JACKAL TO RUN AROUND UNCHECKED. I FELT THE NEED TO TAKE A MORE **HANDS-ON** ROLE IN THINGS.

AND SO, FOR THE FIRST TIME IN SEVEN YEARS..□

...I RETURNED TO NEW YORK, IN SECRET.

THERE WAS SO MUCH TO DO, TO **ARRANGE.**

IT WAS **CRUCIAL** FOR PARKER AND REILLY TO DOUBT THE **TRUTH** ABOUT THEMSELVES, TO WANT TO BE ABSOLUTELY **SURE** WHICH OF THEM WAS THE CLONE AND WHICH WAS THE ORIGINAL.

THE JACKAL ACCOMPLISHED THAT TASK QUITE **NICELY**, COMPLETELY UNAWARE THAT HE WAS SERVING **MY** NEEDS!

NEITHER OF YOU IS THE REAL ONE! YOU REALLY ARE **BOTH** CLONES!

WARREN STILL BELIEVED THAT **REILLY** WAS THE ORIGINAL, AND ALL OF HIS ACTIONS WERE BASED ON THAT BELIEF.

HIS MIND GAMES MADE PARKER AND REILLY WISH TO EXAMINE THEMSELVES **CONCLUSIVELY**..□

AND SO IT BECAME NECESSARY TO BRING SEWARD TRAINER UNDER MY INFLUENCE AGAIN. THIS TIME, HOWEVER, I SENT **STROMM** RATHER THAN SCRIER..

I'D PROMISED TO RESTORE STROMM'S BODY, AND SINCE TRAINER HAD THE SCIENTIFIC KNOWLEDGE TO **FULFILL** THAT PROMISE, I FELT IT APPROPRIATE TO BRING THE TWO OF THEM **TOGETHER.**

LISTEN ***CAREFULLY,*** TRAINER. YOU DO AS I SAY, AND I ***WON'T*** REVEAL TO THE WORLD THAT YOU WERE IN LEAGUE WITH JACKAL --

-- AND PARTICIPATED IN HIS PROFANE EXPERIMENTS FIVE YEARS AGO! ***PLUS*** THE FACT THAT YOU BUILT YOUR WHOLE REPUTATION --

-- ON WORK YOU STOLE FROM HIM!

WHO ***ARE*** YOU? ARE YOU WORKING WITH ***SCRIER?*** HE PROMISED HE'D NEVER TELL ***ANYONE!***

SCRIER? NEVER HEARD OF HIM. MY EMPLOYER WISHES TO REMAIN... ***ANONYMOUS*** FOR NOW.

W-WHAT DO YOU ***WANT*** FROM ME?

FIRST, I WANT YOU TO OFFER YOUR LAB AND EQUIPMENT TO PARKER AND YOUR FRIEND REILLY, SO THEY CAN RUN TESTS ON THEMSELVES.

BUT YOU'LL ***TAMPER*** WITH THE EQUIPMENT IN ***ADVANCE***, SO THAT ***PARKER*** WILL READ AS THE CLONE.

NO! NOT ***AGAIN!***

PETER AND MARY JANE ARE GOOD PEOPLE! THEY DON'T ***DESERVE*** THIS!

MY EMPLOYER THINKS OTHERWISE!

AND IT IS NOT WISE TO ***QUESTION*** HIS DECISIONS.

DON'T FRET, TRAINER. YOUR FRIEND, REILLY ACTUALLY ***BENEFITS*** FROM THIS!

HE'LL GET HIS FONDEST WISH -- THE BELIEF THAT HE'S THE ORIGINAL AFTER ALL! AND ***SPEAKING*** OF FONDEST WISHES...

...YOU'RE GOING TO HELP ME ACHIEVE ***MINE,*** BY REJUVENATING MY BODY!

I'VE BEEN INFORMED THAT YOU HAVE THE KNOWLEDGE AND ABILITY TO DO IT... SO YOU ***WILL!***

BECAUSE IF YOU ***DON'T***, THEN REILLY WILL LEARN THE ***TRUTH*** ABOUT YOU -- AND I DON'T THINK HE'LL ***LIKE*** IT!

AND WITH THE JACKAL BACK ON THE SCENE, HE'D BE FAIRLY ***PEEVED*** AT YOU IF HE LEARNED HOW YOU ***BETRAYED*** HIM AND STOLE HIS WORK, DON'T YOU THINK?

ONCE AGAIN, POOR, PATHETIC TRAINER HAD NO CHOICE BUT TO AGREE TO THE "BARGAIN."

ELSEWHERE, ALTHOUGH I WASN'T AWARE OF IT AT THE TIME, MY SON HARRY MANAGED TO REACH OUT FROM BEYOND THE GRAVE, THROUGH A COMPUTER PROGRAM HE HAD LEFT BEHIND.

BUT HARRY'S LEGACY LIVED ON, WITH THE SUDDEN APPEARANCE OF A NEW GREEN GOBLIN.

HE HAD HIS SON, NORMIE -- MY GRANDSON -- KIDNAPPED, IN AN ATTEMPT TO EXPOSE THE BOY TO THE FORMULA THAT GAVE BOTH HARRY AND ME OUR SUPER-STRENGTH.

"THE LEGACY OF THE GREEN GOBLIN," HARRY CALLED IT, UNAWARE THAT THIS WAS THE SAME FORMULA THAT KILLED HIM! AND HE WAS SENTENCING HIS CHILD TO THE SAME FATE!

IRONICALLY, IT WAS PARKER WHO SAVED YOUNG NORMIE FROM CERTAIN DEATH!

OBVIOUSLY, THIS WAS SOMEONE WHO STUMBLED UPON THE NEW, HIGHLY ADVANCED GOBLIN COSTUMES AND EQUIPMENT HARRY HAD DEVELOPED JUST BEFORE HIS DEATH.

AND, INTERESTINGLY ENOUGH THIS NEW "GOBLIN" FANCIED HIMSELF A CRIMEFIGHTER!

I ASSIGNED STROMM THE TASK OF DISPOSING OF THIS RIDICULOUS FOOL...

...AND STROMM IN TURN ENLISTED THE AID OF THE CONTRACT KILLER KNOWN AS ARCADE TO CAPTURE HIM.

THE "GOBLIN" MANAGED TO ESCAPE, BUT STROMM RETURNED FROM THIS ASSIGNMENT WITH A DETAILED REPORT OF HIS FINDINGS...

HE'S A TALENTED AMATEUR, BUT HE LACKS ANY REAL EXPERIENCE OR SKILLS.

HE POSES NO THREAT TO YOU OR YOUR OPERATIONS. FRANKLY, HE'S BENEATH YOUR NOTICE.

AGREED, BUT HE'S USING THE NAME. THE COSTUME. THE EQUIPMENT.

THEY DON'T *BELONG* TO HIM.

I SUPPOSE I'LL *KILL* HIM... JUST TO MAKE A *POINT*.

MOST OF MY ATTENTION FROM THEN ON, HOWEVER, WAS FOCUSED ON SEWARD TRAINER'S LAB, AND THE EVENTS UNFOLDING WITHIN.

THE MOMENT I HAD SPENT SO MUCH TIME PLANNING FOR HAD FINALLY COME TO PASS.

PETER... I AM SO VERY SORRY!

YOU'RE THE CLONE! I... I'M THE ORIGINAL!

AND SO IT WAS DONE. THIS WAS WHAT THE JACKAL HAD INTENDED TO DO FIVE YEARS AGO, BUT IT WAS TOO EARLY BACK THEN...

...THERE WASN'T ENOUGH FOR PARKER TO LOSE. BUT FIVE YEARS LATER, WITH A WIFE AND A CHILD ON THE WAY...

...WELL, THE "REVELATION" THAT HE WAS A CLONE DROVE PARKER OVER THE EDGE, JUST AS I'D HOPED! AS FAR AS HE KNEW, HIS WIFE, HIS UNBORN BABY, HIS FRIENDS, HIS WORLD... WERE ALL LOST TO HIM!

IT WAS ONLY A MATTER OF TIME BEFORE HE WOULD HIT ROCK BOTTOM.

BUT THEN THE JACKAL -- EVEN MORE INSANE THAN I'D ANTICIPATED -- LAUNCHED A PLAN TO WIPE OUT ALL HUMAN LIFE ON EARTH, AND REPLACE US WITH CLONES OF HIS CREATION!

WITH MY OWN LIFE AT RISK, I HAD TO TAKE STEPS TO PREVENT HIM FROM SUCCEEDING!

SO, AS I DID FIVE YEARS AGO, I SENT IN ONE OF MY SCRIERS TO DEAL WITH WARREN.

STOP WHAT YOU ARE DOING.

AFTER HELPING ME TO GET STARTED, NOW YOU WANT ME TO STOP?!

THE JACKAL WAS ULTIMATELY DEFEATED, HIS SCHEME STOPPED IN THE PROVERBIAL NICK OF TIME.

WARREN IS SUPPOSEDLY DEAD...

...BUT I, OF ALL PEOPLE, KNOW THAT THERE ARE ALWAYS... POSSIBILITIES.

HOWEVER, ONE POSSIBILITY THAT I SHOULD HAVE CONSIDERED -- BUT DIDN'T -- WAS THAT PARKER, RATHER THAN SURRENDER TO AND DROWN IN HIS DESPAIR...

...WOULD, INSTEAD, OVERCOME IT AND PERSEVERE! DAMN HIM!

HE DECIDED TO RETIRE AS SPIDER-MAN, LEAVE NEW YORK WITH HIS WIFE, AND BEGIN THEIR FAMILY AND A NEW LIFE ELSEWHERE!

WITH PARKER'S BLESSING, REILLY -- NOW CONVINCED THAT HE WAS THE ORIGINAL -- TOOK ON THE ROLE OF SPIDER-MAN.

HE, TOO, BEGAN A NEW LIFE FOR HIMSELF, AFTER FIVE YEARS AS A WANDERER.

BUT PARKER'S HAPPINESS WAS NOT PART OF THE PLAN!

NONETHELESS, I WAS ABLE TO ADAPT TO THE SITUATION AND REVISE MY STRATEGY AGAINST PARKER.

THROUGH MULTIVEX, A PET CORPORATION I SECRETLY SET UP THROUGH OSBORN INDUSTRIES, I PURCHASED A CERTAIN FACTORY IN BROOKLYN, WHICH FEATURED A VERY SPECIAL SMOKESTACK...

YES, YOU HEARD ME CORRECTLY! I WANT IT TORN DOWN *IMMEDIATELY!*

...SO I DID INSTEAD!

THE JACKAL NEVER DID GET AROUND TO USING THE CLONE-CORPSE HE'D LEFT BEHIND IN THE SMOKESTACK...

THE DISCOVERY OF THE SKELETON BROUGHT PARKER BACK TO NEW YORK, JUST AS I INTENDED. HE WAS DESPERATE TO KNOW IF HE WAS TRULY THE CLONE, OR SOMETHING ELSE ENTIRELY!

AS AN ADDED BONUS, HE SEEMED TO HAVE LOST HIS POWERS, WHICH MADE HIM ALL THE MORE VULNERABLE!

PARKER AND REILLY AGREED TO WORK TOGETHER TO LEARN THE TRUTH. THEY TRIED TO ENLIST THE HELP OF TRAINER, ONLY TO FIND THAT HE'D MYSTERIOUSLY DISAPPEARED!

ACTUALLY, TRAINER WAS BUSY DEVELOPING THE PROCEDURE THAT WOULD RESTORE STROMM'S BODY.

STROMM HAD RELOCATED TRAINER TO THE LAB BENEATH THE MULTIVEX BUILDING, AND WAS PERSONALLY OVERSEEING THE PREPARATIONS FOR HIS REGENERATION.

PARKER AND REILLY'S INVESTIGATIONS INTO THEIR TRUE ORIGINS AND TRAINER'S DISAPPEARANCE BROUGHT THEM UNCOMFORTABLY CLOSE TO ME AND MY OPERATIONS, FAR EARLIER THAN I DESIRED.

I PLACED STROMM IN CHARGE OF DISTRACTING THEM, DISRUPTING THEIR LIVES, TO THROW THEM OFF THE TRAIL.

STROMM HIRED A MERCENARY TEAM CALLED CELL-12 TO DELIVER A PARTICULARLY BRUTAL BEATING TO THE POWERLESS PARKER...

(HOW I ENVIED THEM!)

...AND THEIR LEADER-- THE HOBGOBLIN, IRONICALLY ENOUGH-- NEARLY KILLED REILLY IN BATTLE!

THIS WAS ACTUALLY THE SECOND HOBGOBLIN, NOT THE ONE WHO RAIDED MY HIDEOUTS AND STOLE MY JOURNALS.

OTHERWISE, I WOULD HAVE KILLED HIM MYSELF WITH MY BARE HANDS!

BUT THIS SECOND HOBGOBLIN APPARENTLY HAD HIS PREDECESSOR ELIMINATED, BEFORE I COULD GET TO HIM!

PARKER AND REILLY'S INVESTIGATION WAS SUCCESSFULLY DEFLECTED, BUT THE COST WAS THE MULTIVEX SUBSIDIARY, WHICH HAD BEEN A VALUABLE RESOURCE TO ME.

I THEN BEGAN TO KEEP A CLOSER WATCH OVER TRAINER, ALTHOUGH MY IDENTITY REMAINED UNKNOWN TO HIM.

AND AS TRAINER CONTINUED TO PERFECT THE REGENERATION PROCESS FOR STROMM, I LEARNED OF A CRISIS WITHIN MY "ORGANIZATION"...

I'M AFRAID MY CONNECTION TO STROMM AND HIS CRIMINAL ACTIVITIES HAS BEEN DISCOVERED BY JUDAS TRAVELLER.

HE IS ***EXTREMELY*** DISPLEASED, AND IS PLANNING TO ***CONFRONT*** ME ABOUT IT.

DAMN! IF HE THEN CONNECTS STROMM TO ***ME*** -- AND LEARNS THAT I'VE BEEN ***DECEIVING*** HIM ALL THIS TIME -- HE'LL ***ACT*** ON IT!

AND A LOOSE CANNON AS ***POWERFUL*** AS TRAVELLER COULD DESTROY ***EVERYTHING*** I'VE BEEN WORKING TOWARDS!

HE'LL HAVE TO BE ***ELIMINATED!***

AT MY BIDDING, MEMBERS OF TRAVELLER'S "HOST" BETRAYED HIS TRUST AND WERE ABLE TO SUBDUE HIM, CAPTURE HIM --

-- AND PLACE HIM IN A TRAP THAT WOULD ENSURE HIS DEATH!

BUT PARKER, HIS POWERS APPARENTLY RESTORED, INTERVENED AND SAVED TRAVELLER'S LIFE!

NO MATTER. TRAVELLER HAS APPARENTLY CHOSEN TO TAKE HIMSELF OUT OF THE GAME, AND DEPARTED FOR PARTS UNKNOWN.

HE'S NO LONGER ANY CONCERN OF MINE.

YET ANOTHER REASON FOR ME TO HATE PARKER WITH ALL MY HEART.

NOW, AS I PREPARE FOR THE FINAL PHASE OF MY CAMPAIGN TO AVENGE MYSELF

OSBORN..?

Hmm --? WHAT IS IT, STROMM?

I THOUGHT YOU'D WANT TO KNOW -- **TRAINER** JUST CALLED FROM THE UNDERGROUND LAB AT THE OLD MULTIVEX SITE.

HE'S READY TO BEGIN THE REGENERATION PROCESS. I'M HEADING OVER.

VERY WELL. I'LL BE THERE SHORTLY TO OBSERVE.

I CONSIDER STROMM'S IMPENDING REJUVENATION.

ONCE SEWARD TRAINER HAS SERVED HIS PURPOSE, WHAT SHALL I DO WITH HIM THEN?

SINCE HE **ALREADY** KNOWS SO MUCH ABOUT MY OPERATIONS...

... PERHAPS I SHOULD HAVE HIM WORK DIRECTLY FOR ME FROM NOW ON?

AFTER ALL, HIS SERVICE TO STROMM WILL BE **OVER** AFTER TODAY.

OR PERHAPS I'LL JUST HAVE HIM **KILLED**. I'LL DEAL WITH THIS MATTER **LATER**.

RIGHT NOW, MY ATTENTION IS FOCUSED ON PARKER. PARKER.

PARKER...

I'VE AFFECTED YOUR LIFE LIKE NO ONE ELSE, PARKER. ***HURT*** YOU LIKE NO ONE ELSE.

AND YET YOU ***STILL*** PERSEVERE.

I MURDER YOUR LOVER...

...AND YOU FALL IN LOVE WITH SOMEONE ***ELSE!***

"I STRIP YOU OF YOUR ***HUMANITY***...

"...AND YOU HAPPILY GIVE UP YOUR COSTUMED IDENTITY AND MOVE AWAY TO BEGIN A NEW LIFE!

"I UNCOVER THE ***SKELETON***, WHICH ***SHOULD*** HAVE DRIVEN AN IRREPARABLE ***WEDGE*** BETWEEN YOU AND YOUR DOUBLE...

"...BUT YOU INSTEAD END UP WORKING ***TOGETHER***, AND BONDING AS ***BROTHERS!***"

THE ONLY ANSWER IS TO TAKE ***EVERYTHING*** AWAY FROM YOU! TO GIVE YOU ***NOTHING*** TO LIVE FOR!

AND WITH YOUR WIFE FINALLY ABOUT TO GIVE ***BIRTH***, THE TIME TO STRIKE HAS ***ARRIVED!***

FOR EVERYTHING YOU EVER DID TO ME, TO MY SON...

...YOU'RE GOING TO ***PAY!***

TOMORROW NIGHT, PETER. TOMORROW NIGHT, THE JOURNEY COMES TO AN ***END***.

FOR TOMORROW NIGHT IS *HALLOWEEN* NIGHT.

THE NIGHT FOR *GHOSTS*...

...AND *GOBLINS!*

THE END.

MARVEL® COMICS

SPIDER-MAN

JAN'97 1

SPIDER-MAN® 101 Ways to END the CLONE SAGA™

APPROVED BY THE COMICS CODE AUTHORITY

HERRERA '96
CHRISTIAN

Stan Lee hesitantly presents:

101 WAYS TO END THE CLONE SAGA

THE OFFICES OF MARVEL COMICS, NEW YORK CITY...

DO YOU HAVE TO PACE AROUND WITH THAT SLINKY, BOB? YOU'RE MAKING US NERVOUS!

WRITTEN BY MARK BERNARDO
PENCILED BY BEN HERRERA
INKED BY MIKE CHRISTIAN
LETTERED BY JANICE CHIANG
COLORED BY KEVIN TINSLEY

EDITED BY RALPH MACCHIO
TOLERATED BY BOB HARRAS

LOOK, I'M THE EDITOR IN CHIEF, I JUST HAD TRIPLETS, AND I'M STRESSED OUT, OKAY??

I'LL PACE WHEREVER I WANT, MY HANDS ARE EITHER ON THE SLINKY OR AROUND YOUR *NECK*, OKAY, *GREENBERG*?!

UHMM... YOU GOT IT, CHIEF! IT WALKS DOWN STAIRS, YOU KNOW...

...ALONE *OR* IN PAIRS...

PLEASE DON'T ASK ME WHERE RALPH IS... PLEASE DON'T ASK ME WHERE RALPH IS...

BERNARDO! IT'S 10:30! WHERE IN GOD'S NAME IS *RALPH*?! HE'S SUPPOSED TO BE HERE TO FILL ME IN ON THIS *CLONE* MESS IN THE SPIDER-MAN BOOKS!

I - I'M SURE HE'S JUST STUCK IN TRAFFIC, BOB...

...OR DOING ANOTHER LAP AROUND THE POOL...

...HE SHOULD BE HERE ANY MINUTE!

MAYBE WE CAN FILL BOB IN ON THE STORY BASICS BEFORE RALPH GETS HERE...?

GOOD IDEA. WANT TO TAKE A STAB AT IT, TOM?

I'LL GIVE IT A TRY...

"IT ALL STARTED OUT WITH THE RETURN OF SPIDER-MAN'S *CLONE*, NOW CALLING HIMSELF *BEN REILLY*.

"REILLY REALIZED HE DESERVED A LIFE OF HIS OWN, AND, POSSESSING ALL OF PETER PARKER'S POWERS, BECAME A NEW SUPER HERO CALLED THE *SCARLET SPIDER*.

"EVENTUALLY, THE *JACKAL*, THE VILLAIN WHO HAD CLONED SPIDER-MAN YEARS AGO, CAME BACK FROM SUPPOSED DEATH WITH A MYSTERIOUS MASTER PLAN...

"...WHICH INVOLVED THROWING INTO DOUBT WHICH SPIDEY WAS THE CLONE AND WHICH WAS THE ORIGINAL!

"IN THE COURSE OF ALL THIS, PETER'S WIFE *MARY JANE* BECAME PREGNANT. THIS, ALONG WITH HIS FINDING OUT HE WAS A CLONE, MOVED PETER TO CONSIDER GIVING UP THE HERO GAME.

"THE TESTS THAT FINALLY REVEALED THAT PETER WAS THE CLONE AND BEN WAS THE ORIGINAL WERE CONDUCTED BY BEN'S OLD FRIEND, A GENETICS GENIUS NAMED *SEWARD TRAINER*.

"SO, AFTER HELPING STOP THE JACKAL'S MASTER PLAN IN THE 'MAXIMUM CLONAGE' SAGA...

"...PETER RETIRED AS SPIDER-MAN, PASSING THE MANTLE ON TO BEN, WHO CHANGED HIS HAIR COLOR TO DISTINGUISH HIMSELF FROM PETER...

"...AND STARTED OUT HIS CAREER AS SPIDEY WITH A BRAND NEW COSTUME AND ATTITUDE!"

IT COULD'VE BEEN SO MUCH LESS COMPLICATED IF ONLY WE COULD'VE DONE IT *THIS* WAY...!

SIGH HERE HE GOES AGAIN...

"YES, THIS AGAIN! THE ORIGINAL PLAN WAS TO HAVE BEN BECOME PETER AGAIN, AND THE SIMPLEST WAY TO PULL THAT OFF WAS JUST TO HAVE THEM COME CLEAN WITH THE WORLD ABOUT THE EXISTENCE OF CLONING!

"PICTURE A PRESS CONFERENCE AT THE *DAILY BUGLE*..."

LADIES AND GENTLEMEN OF THE PRESS, MY NAME IS *PETER PARKER*.

FOR THE PAST FIVE YEARS, I'VE BEEN LIVING UNDER A DIFFERENT IDENTITY, WHILE THE MAN TO MY LEFT HAS BEEN USING MY NAME.

THE TRUTH IS, WE HAVE BOTH BEEN THE VICTIMS OF A MADMAN -- AN EVIL GENIUS WHO WAS MOTIVATED BY AN OBSESSION WITH MY LATE GIRLFRIEND, AND AN INSANE JEALOUSY OF ME.

SOME OF YOU KNOW ME PERSONALLY, AND I HOPE YOU'LL HELP ME READJUST TO THE LIFE I LEFT BEHIND...

...BUT MOST IMPORTANTLY, I HOPE YOU'LL JOIN ME IN WISHING THE BEST FOR MY "DOUBLE," WHO HAS FOUND LOVE AND ACCEPTANCE DESPITE HIS GENETIC ORIGINS.

FOR THEM, THE NIGHTMARE IS OVER -- THE *LIE* IS OVER -- AND THEY ARE READY TO BEGIN A FAMILY.

ABSOLUTELY *INSANE*, ROBBIE! THAT FAKE PARKER PULLED THE WOOL OVER MY EYES FOR *FIVE YEARS*!

JONAH, I DON'T THINK HE MEANT--!

BAH! GET SOMEONE ON THIS STORY! THERE MUST BE *SOME* WAY TO PIN THIS ON SPIDER-MAN!

SO *MY* PETER WAS A CLONE? SO I--?! *WITH A CLONE?!*

SOMETIMES THREE OR FOUR TIMES A NIGHT?!!

Yeeuch!

...SO WE STILL HAVE A PETER PARKER BEHIND THE MASK... THERE'S LOTS OF GOOD CHARACTER POTENTIAL AS HE INTERACTS WITH PEOPLE WHO HAVEN'T SEEN HIM IN FIVE YEARS...

...AND BEST OF ALL, THERE'S NO *SECRET IDENTITY* HASSLES, BECAUSE TO THE PUBLIC AT LARGE, THE JACKAL'S WHOLE AGENDA WAS WITH PLAIN PETER PARKER, NOT SPIDER-MAN.

YEAH, BUT WHAT ABOUT THE *OTHER* PETER AND MARY JANE? THEY COULD NEVER LIVE A NORMAL LIFE!

IF THE WORLD KNEW HE WAS A CLONE, THEY'D CONSTANTLY BE HOUNDED BY-- REPORTERS, SCIENTISTS, SUPER VILLAINS...!

OKAY! CAN I SAY ONE THING?! IT'S NOW 10:45 AND RALPH IS *STILL* NOT IN!

HE MAY HAVE PULLED THIS STUFF ON THE *TALL GUY*, BUT HE'D BETTER NOT TRY TO GET *DEFIANT* WITH ME!

DON'T WORRY, BOB, I'M SURE HE'S JUST LOOKING FOR A PARKING SPACE...

...OR CATCHING THE END OF THE "ROCKFORD FILES" RERUN...

HEY, BOB! THE LEGAL DEPARTMENT JUST CALLED! THEY NEED TO SEE YOU ABOUT *SCOTT LOBDELL'S* LATEST *WIZARD* INTERVIEW?

OH, THIS DAY JUST GETS BETTER AND BETTER!

OKAY! I'M OUT OF HERE! BUT RALPH BETTER BE IN WHEN I COME BACK! AND YOU GUYS BETTER START FIGURING THIS STORY OUT!

UH...AND I FOUND THIS IN THE FAX MACHINE. LOOKS LIKE IT'S FOR YOU GUYS.

FROM *HOWARD MACKIE!* COOL! LOOKS LIKE ONE OF OUR WRITERS HAS AN IDEA ON HOW TO SOLVE ALL THIS...

A NEW YORK BEACH...

GET READY, ROB--I'M GONNA SET YA FOR THE SPIKE!

YOU JUST KEEP YOUR FEET ON YOUR SIDE OF THE NET, MIKE!

HEY, GUYS, LOOK! IS THAT, LIKE, WHAT I THINK IT IS?

Whoa!

IS HE WEARING *CEMENT SHOES*?! THAT WOULD BE **SOOOO** COOL!!

HE'S ACTUALLY *BREATHING*! BUT HE LOOKS LIKE HE'S HALF-DEAD!

NICE BUTT, THOUGH...

HEY, DUDES, ARE WE GONNA, LIKE, FINISH THE GAME OR WHAT?

LIKE YOU'VE NEVER SEEN A HALF-DEAD GUY IN NEW YORK BEFORE...

IT IS! SOME GUY'S WASHED UP ON THE BEACH! OH, MAN!

MINUTES LATER...

WEEOOWEEOOO

OHHH... I'M ALIVE...?

OH, THANK GOD! HE'S AWAKE!

HOW ARE YOU FEELING, SON?

I KNEW YOU'D MAKE IT, PAL!

YOU HAD US WORRIED FOR A WHILE, PETE! YOU WERE UNCONSCIOUS FOR TWO DAYS!

...PETE...? IS THAT MY NAME?

OF COURSE IT IS, PETER! WHAT'S THE LAST THING YOU REMEMBER?

THE LAST THING I REMEMBER?

"...MUST HAVE BEEN *KAINE*. THAT'S THE *ONLY* GUY I'VE BEEN FIGHTING FOR *MONTHS* NOW...

"...OR WAS I JUST *WATCHING* THE FIGHT...WITH MY WIFE *MARY JANE*?

THERE WAS A BIG BATTLE AT THE DOCKS... I WAS FIGHTING SOMEONE AS *SPIDER-MAN*...

"THERE WAS A HUGE EXPLOSION... IT THREW US ALL OUT INTO THE RIVER...

...AND NOW I DON'T KNOW IF I'M *PETER PARKER*...OR *BEN REILLY*! ALL THE EARLIER MEMORIES ARE THERE...BUT THE MOST *RECENT* ONES ARE GONE!

GOTTA FIND OUT FOR SURE...

UHHM... BECKY?

THAT'S *BETTY*.

OKAY, SO MAYBE NOT *ALL* OF THE EARLY MEMORIES ARE THERE...

HAVE YOU GOT A MIRROR?

SURE. HERE YOU GO.

Aargh! I KNEW THAT I- OR *HE*- SHOULDN'T HAVE BOUGHT THE *CHEAP* HAIR DYE! NOW I'LL NEVER FIND OUT FOR SURE WHO I AM!

WELL, LOOKS LIKE I HAVE THE PERFECT EXCUSE TO GO BACK TO BEING PETER PARKER - IF I WASN'T *ALREADY* DOING THAT!

MAYBE NEXT TIME I'M CLONED I'LL GROW A *BEARD* OR SOMETHING...

SO WE'RE BACK AT SQUARE ONE WITH ONE SPIDER-MAN, WE CAN CHALK ANY MEMORY LAPSES UP TO THE AMNESIA...

...AND *MARY JANE'S* NOWHERE IN SIGHT. SPIDEY'S ESSENTIALLY A SINGLE GUY AGAIN. DOESN'T THIS ALL JUST DELAY THE INEVITABLE RATHER THAN SOLVE THE PROBLEM?

YEAH, AND DO WE REALLY SO QUICKLY WANT TO WRITE MJ OUT OF THE BOOK? THE FANS WOULD *DESPISE* US! SHE STILL PLACES IN A LOT OF THE FAN AWARDS!

MARY JANE WATSON PARKER

NINER LINGERIE EMALE DIRTING RACTER

RRRR

THE GENETICS LABORATORY OF SEWARD TRAINER...

I REALLY APPRECIATE YOUR TAKING THE TIME TO CONDUCT THESE TESTS, DR. TRAINER.

NONSENSE, MY BOY. THESE TESTS SHOULD ENSURE YOUR *CHILD* IS BORN *HEALTHY*. I'M HAPPY TO DO IT.

NOK NOK

BENJAMIN, WILL YOU GET THAT, PLEASE?

WONDER WHO THIS COULD-*D'OHH!!*

UH... HI.

SEWARD, CHECK THE CALENDAR! *PLEASE* TELL ME IT'S OCTOBER 31ST!

NICE COSTUME, FRIEND! BUT THE EYES ARE JUST *WAY* TOO BIG!

AND IT LOOKS LIKE THEY FORGOT TO FINISH THE *BOOTS!*

A THIRD SPIDER-MAN? SHOWING UP HERE...NOW?! IT'S GOTTA BE-!

TAKE THAT, *SPIDERCIDE!!*

AND I'LL HAVE YOU KNOW MY BIG EYES ARE VERY *ADVANTAGEOUS.*

HEY, WAIT! HEAR ME OUT! I DON'T KNOW ANYTHING ABOUT ANYONE NAMED "SPIDERCIDE"...

...EXCEPT THAT HE HAS REALLY POOR TASTE IN CODE NAMES...

...WHETHER YOU'RE READY TO ACCEPT IT OR NOT, I'M EXACTLY WHO YOU'RE *AFRAID* I AM...

I'M YOU.

I'M PETER PARKER.

OY VEY! *ANOTHER* ONE??

WHY COULDN'T I HAVE GONE INTO ALUMINUM SIDING INSTEAD OF GENETICS??

THE FACT THAT BOTH OF YOU ARE HERE MEANS I MUST HAVE *FINALLY* MADE IT BACK TO THE RIGHT ERA IN THE TIMESTREAM.

NOW I'VE JUST GOTTA FIGURE OUT *WHICH* ONE OF YOU HAS TO GO BACK IN TIME WITH ME TO COMPLETE THE LOOP AND SAVE THE WHOLE *FABRIC OF REALITY!*

TIMESTREAM?! FABRIC OF REALITY?!! MAYBE YOU'D BETTER START AT THE *BEGINNING* HERE, "PETE!"

UH-OH. MY LONG-WINDED EXPOSITORY NARRATIVE SENSE IS TINGLING-!

"A FEW YEARS BACK, I WAS MESSING WITH *DR. DOOM'S TIME PLATFORM*, AND AS A RESULT GOT SHUNTED INTO VARIOUS ERAS IN THE TIMESTREAM. AT LEAST *ONE* OF YOU SHOULD REMEMBER THIS...

"I ENDED UP AT THE SALEM WITCH TRIALS WITH THE *VISION* AND *SCARLET WITCH*...

"...THEN INTO THE POST-APOCALYPTIC FUTURE WORLDS OF *DEATHLOK* AND *KILLRAVEN*.

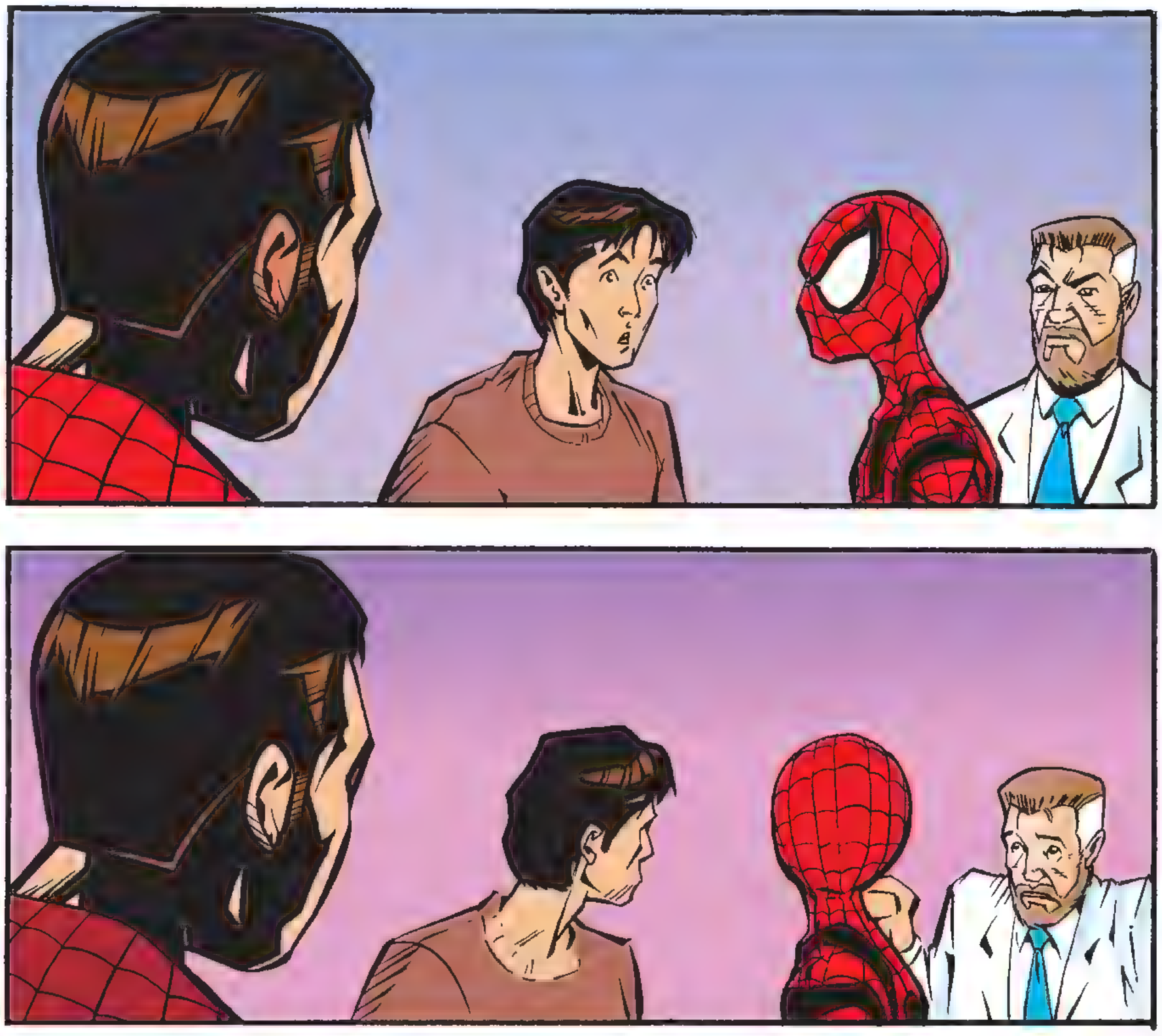
"BUT BEING THE NON-FREQUENT TIME-TRAVELER THAT I AM, I SCREWED UP! MY JAUNTS THROUGH TIME SPUN OFF SEVERAL *DUPLICATE* PETER PARKERS!

I USED THE PLATFORM ONE LAST TIME TO VISIT THE FUTURE...

...AND FOUND THAT WHICHEVER ONE OF YOU IS CALLING HIMSELF *PETER PARKER* AT THIS POINT IN TIME IS DESTINED TO ACCOMPANY ME BACK TO THE *PAST*...

...TO BECOME THE ONE WHO'S NOW CALLED *BEN REILLY!*

IT'S ESSENTIAL TO FOLLOW THE DICTATES OF HISTORY, COMPLETE THE LOOP, AND PREVENT FURTHER DAMAGE TO THE TIMESTREAM.



What...?!?

GENETICS, MY DAD SAID... THAT'S WHERE THE BIG MONEY IS...!

WONDER IF I STILL HAVE THAT BOTTLE OF "WILD TURKEY" IN THE DRAWER...?

UHHH...

HMMM.

THERE MUST BE A *GAS LEAK* UP THERE IN RED HOOK... THAT COULD EXPLAIN IT...

THIS IS DEFINITELY OVER THE TOP! BUT WE *DID* TELL THESE GUYS TO THROW OUT *ANY* OUTRAGEOUS IDEA THAT STRUCK THEM! AFTER ALL, THAT'S HOW THIS STORYLINE BEGAN!

VALIDATING BOTH PETER AND BEN AS "REAL" BY REVEALING THAT THEY'RE THE SAME GUY *MIGHT* BE AN IDEA WITH SOME MERIT...

...IF IT'S DONE THE RIGHT WAY!

GOOD MORNIN', GENTS!

IT *IS* STILL MORNING, RIGHT?

RALPH!

NICE OF YOU TO MAKE IT, CHIEF!

THE WORD IS THAT *BOB* IS BREATHING DOWN OUR NECKS TO COME UP WITH AN *ENDING* TO THE CLONE STORY-LINE THAT *WORKS*!

NO PROBLEMO! SO WHAT'S THE GOOD WORD?

GLENN, HE'S GETTING THAT *LOOK*-!

WELL, THEN, IT LOOKS LIKE I GOT HERE JUST IN TIME! I THINK WE SHOULD DISCUSS THIS OVER *LUNCH*!

A SHORT WALK LATER AT THE ARISTOTLE COFFEE SHOP...

ARISTOTLE DINER

...SO IT WAS JUST THIS CRAZY IDEA THAT *BOB BUDIANSKY* AND I WERE KICKING AROUND...

...BUT IF YOU REALLY WANT TO HEAR IT, IT INVOLVED THE SAME KIND OF "TIME LOOP" IDEA AS TODD'S EXCEPT THAT IT TIED IN MORE DIRECTLY WITH RECENT CONTINUITY.

SO, BEN REILLY-*SPIDER-MAN*-STARTS GETTING THESE WEIRD MEMORY FLASHES...

"... MAYBE EVEN DURING A BATTLE WITH A SUPER-VILLAIN..."

I MEAN- yeeoww! WHAT THE-?

"BURIED ALIVE... BY *KRAVEN THE HUNTER*. PETER TOLD ME ABOUT THIS! THIS IS *HIS* MEMORY, NOT MINE!

"I MUST BE HALLUCINATING!"

THIS TIME YOU *DIE*, WALL-CRAWLER!

YEAH. YEAH. IF YOU REALLY WANT TO *SHOCK* ME ELECTRO, HOW ABOUT COMING UP WITH AN *ORIGINAL* THREAT FOR ONCE?

WOW, THAT WAS *WEIRD!* I JUST FLASHED BACK TO A MEMORY THAT I SHOULDN'T EVEN HAVE! I WAS WANDERING AMERICA WHEN PETER HAD THAT ENCOUNTER WITH KRAVEN! *HE* WAS IN THE SPIDER SUIT BACK THEN!

SO WHY THAT PARTICULAR MEMORY? WHY NOT SOMETHING *GOOD* FROM THAT PERIOD, LIKE THE MARRIAGE TO MJ...

...OR THE WEDDING *NIGHT*, FOR THAT MATTER?

UMM, MR. SPIDER-MAN...? THAT GUY'S GETTING AWAY, MR. SPIDER-MAN...?

KEEP IT DOWN, KID! I'M TRYING TO *REMEMBER* SOMETHING!

DO NOT CONCERN YOURSELF WITH *MEMORIES*, SPIDER-MAN--

--FOR SOON YOUR VERY *LIFE* WILL BE CONSIGNED TO THE SAME DIM AND DISTANT PAST FROM WHICH THEY SPRANG!

JUDAS TRAVELLER! AND... CARNAGE?!!

SHEESH! DO US ALL A FAVOR, J.T.... DON'T GIVE UP YOUR DAY JOB!

AS A POET, YOU MAKE A GREAT...WELL, WHATEVER IT IS YOU ARE!

BE *STILL*, LUNATIC. REMEMBER NOW WHO HOLDS YOUR *REINS*.

YEAH...AND HE'S GONNA LET ME *KILL* LOTS OF PEOPLE, TOO!

AS MY ULTIMATE EXPERIMENT IN THE NATURE OF EVIL MY *HOST* AND I HAVE FREED CARNAGE AND ARE PREPARED TO AID HIM IN HIS LATEST NIHILISTIC ENDEAVORS!

AND YOU GET TO BE *FIRST*, YOU LUCKY SOON-TO-BE-STIFF, YOU!

FOLLOW ME, KIDS! LET UNCLE CLETUS SHOW YOU HOW TO *DISSECT* A SPIDER!

NOT SO FAST, BLOODBAG! SPIDEY'S NOT GOING THIS ONE ALONE! RIGHT, *FIRESTAR*?

YOU ARE SO RIGHT! IT'S JUST SO WEIRD TO SEE THE *GREEN GOBLIN* FIGHTING SIDE-BY-SIDE WITH *TWO* SPIDER-MEN! WHO'S THAT OTHER GUY?

CALL ME WHATEVER YOU WANT - JUST DON'T CALL MY *WIFE*! SHE'D KILL ME IF SHE KNEW I GOT BACK IN THIS COSTUME.

SO, YOU READY FOR SOME ACTION, CAT?

PERHAPS AFTER THE *FIGHT*, SPIDER DEAR.

LET'S JUST *KICK SOME BUTT* NOW, SHALL WE?

EAT MICROWAVES, GOON!

THAT'S BOONE, YOU-! OH, I SEE. YOU'RE BEING INSULTING.

I'VE HAD ENOUGH OF YOU TO LAST ME THREE LIFETIMES, KASADY!

SO LET ME UNDERSTAND THIS, NACHT: YOU WORK FOR A MASTER VILLAIN, AND YOU WEAR A GREY FLANNEL SUIT?

DO YOU REALLY THINK THIS ACCOUNTANT LOOK WOULD STRIKE FEAR INTO THE HEART OF ANYBODY?! WHAT WERE YOU THINKING?!

YOU'RE NOT GOING TO MAKE IT THROUGH YOUR FIRST ONE, TOUGH GUY! IT'S EVISCERATIN' TIME!

ARE YOU PLEASED WITH YOUR HANDIWORK, JUDAS?

VERY PLEASED, SCRIER. IMAGINE CARNAGE AND THE HOST UNLEASHED UPON THIS ENTIRE CITY- THIS ENTIRE WORLD!

I DON'T WANT TO HAVE TO FIGHT YOU, MEDEA! YOU'RE JUST A KID!

WRONG! WHAT I AM IS A MERCENARY, AND YOU'RE JUST ANOTHER JOB!

IMAGINE THE DESTRUCTION! THE CHAOS! THE MARKETING POSSIBILITIES!

IT'S "MAXIMUM CARNAGE" TWOOOO OOURRGH!

SHLLKKT

NOW YOU'VE GONE TOO FAR, "BOSS"!

DO YOU REALIZE I DIDN'T SEE ONE RED CENT OF ROYALTY MONEY FROM THAT VIDEO GAME?!!

THE TRAVELLER IS DEAD.

THUS MY BONDAGE TO HIS SERVICE HAS ENDED.

I CAN NOW ACCOMPLISH MY TRUE MISSION IN THIS REALITY.

HEY, WHAT ARE YOU DOING TO HIM, CHALK FACE?

MERELY HELPING HIM TO FULFILL HIS DESTINY, CHILD.

"I HAVE TRANSPORTED HIM BACK TO THAT CRITICAL POINT IN HISTORY WHERE HIS LIFE DIVERGED. I AM HEALING THE ESCALATING THREAT TO THE MULTIVERSE THAT HIS CO-EXISTENCE WITH THE OTHER SPIDER-MAN PRESENTS.

"HE WILL AWAKEN IN THE JACKAL'S SMOKESTACK, FIVE YEARS IN THE PAST, WITH NO MEMORY OF THESE EVENTS...

"...AND HE WILL BELIEVE HIMSELF A CLONE, AND BEGIN HIS LIFE AS A WANDERER, TO COMPLETE THE TIME LOOP... AND BECOME THE SPIDER-MAN WHO STILL STANDS BEFORE YOU. MY TASK IS DONE.

SO... BEN IS PETER, AND PETER IS...? AND SCRIER IS...?

UMM, RALPH? THE *SALT*, RALPH...

I THINK HE'S IN SHOCK.

PONK

SNAP OUT OF IT, BOSS!

Whuhh-??

SO, YOU MAYBE WANT A *MEAL* WITH THAT SALT, *HEH?!* WHAT'S WRONG WITH YOU, YOU MAKE A MESS OF MY TABLE, *HEH?!*

SAVE IT! I DON'T KNOW *WHY* I KEEP LETTING YOU COMIC BOOK PEOPLE COME IN HERE! YOU SCARE AWAY REGULAR CUSTOMERS WITH YOUR WEIRDO TALK, NOW YOU MAKE ME BIG MESS!

NEXT THING, YOU TELL ME MAYBE *DEVIL* MAKE YOU DO IT, *HEH?*

THE DEVIL, *EH?* WELL, THERE'S ALWAYS "THE GREENBERG GAMBIT" TO HELP TIE UP SOME OF THE LOOSE ENDS IN THE "TIME LOOP" SCENARIO...

AND WHAT, PRAY TELL, IS "THE GREENBERG GAMBIT?"

OH, GEEZ! I CAN'T BELIEVE YOU'RE BRINGING THIS UP AGAIN! I WAS ONLY HALF-SERIOUS WHEN I SUGGESTED IT!

C'MON, GLENNY! I'VE PLOWED THROUGH THIS FAR, DON'T LET ME DOWN!

WELL, I DIDN'T MEAN TO, I JUST... *UH...*

-SIGH!- OKAY, SO SCRIER HAS JUST DISINTEGRATED PETER...

"...OR SO WE THINK!"

OHMIGOD! NO!! YOU'VE KILLED HIM, SCRIER!

HIS FATE IS NOT IRREVOCABLE. I HAVE THE POWER TO BRING HIM BACK, BEN REILLY. BUT THERE IS A PRICE TO PAY.

ARE YOU WILLING TO BARGAIN WITH ME? WOULD YOU GIVE *ANYTHING* TO HAVE YOUR "BROTHER" BACK AMONG THE LIVING?

YES.

VERY WELL.

PETER IS BACK.

WHA-?!

"MY GOD...IT'S ALL COMING BACK TO ME--AS THOUGH SOMEONE HAD OPENED A *FLOODGATE* ON ALL MY REPRESSED MEMORIES!

"THE *BLACK COSTUME* FROM THE BEYONDER'S WORLD...

"...MY RELATIONSHIP WITH THE *BLACK CAT*...

"...MY FIRST RUN-IN WITH *VENOM*...

"...GAINING THE *CAPTAIN UNIVERSE* POWER...

"...THE *'SPIDER ARMOR'*... YEESH, WHAT WAS I *ON*??

"...THE WEDDING TO MARY JANE! THESE *AREN'T* JUST PETER'S MEMORIES! THEY'RE *MINE*, TOO! BUT HOW COULD THAT BE?!

BECAUSE YOU AND PETER ARE THE *SAME PERSON*, BEN!

I DON'T KNOW HOW IT'S POSSIBLE, BUT MY LATEST TESTS HAVE *PROVEN* IT! EVERYTHING ABOUT YOUR DNA IS *IDENTICAL!*

YEAH, WELL, NO OFFENSE, BUD, BUT AT *THIS* POINT, I'M THINKING I CAN USE YOUR *TESTS* TO WIPE MY--

NO, BEN REILLY.

DR. TRAINER IS CORRECT. YOU *ARE* PETER PARKER. AND SO IS THE MAN I HAVE JUST SENT BACK IN TIME FIVE YEARS TO COMPLETE THE LOOP.

THE TIMESTREAM HAS BEEN SET RIGHT. BUT WHAT IS *IMPORTANT* IS THAT I HAVE FULFILLED *MY* PART OF OUR BARGAIN.

NOW IT IS *YOUR* TURN - *PETER PARKER* - TO FULFILL *YOURS!*

AND WHAT *MEPHISTO* WANTS IS YOUR LOVELY, SQUEAKY, CLEAN, HEROIC *SOUL!!*

BOY, IT'S GOOD TO GET OUT OF THAT SWELTERING ROBE! WHAT SENSE DOES IT MAKE FOR A DEVIL TO DRESS LIKE A MONK, AFTER ALL?

NICE IRONIC TOUCH, THOUGH, *HUH?*

LONG HAVE I CRAVED A SOUL AS *PURE* AS YOURS TO ADD TO MY REALM! MY MASQUERADE HAS BORNE *SWEET FRUIT* INDEED!

WOW.

THIS KINDA *STINKS.*

MEPHISTO...

...YOU WHO HAVE DECEIVED ME...POSING AS MY CONFIDANT FOR YOUR OWN DEVIOUS PURPOSES...

...YOU WHO HAVE WRONGED THIS MAN AND MYSELF...

...I OFFER *YOU* A BARGAIN.

AND WHAT COULD *YOU* POSSIBLY HAVE TO OFFER THE LORD OF THE NETHERWORLD, YOU DYING FOOL? YOUR EFFEMINATE *COSTUME JEWELRY?*

OOOH, CHEAP SHOT...

NO...I OFFER *MY* SOUL... IN *EXCHANGE* FOR PARKER'S. SPIDER-MAN ONCE SAVED MY LIFE,* I OWE HIM A *DEBT.* THAT MY HONOR DEMANDS I REPAY.

*IN SPIDER-MAN #59.--RALF (I TRIED TO GET THROUGH THIS ISSUE WITHOUT A FOOTNOTE, I HONESTLY DID.)

AFTER ALL, WHAT COULD BE MORE *APPEALING* TO THE PRINCE OF LIES THAN THE SOUL OF A *GOOD* MAN...

...BUT THE SOUL OF AN *EVIL* MAN WHO SEES THE LIGHT...?

POINT TAKEN, MORTAL! I *ACCEPT* YOUR SOUL IN RETURN...

...AS LONG AS YOU CLEAN ALL THAT FILTHY *CARNAGE-GUNK* OFF IT! *YUCK!*--WE *DO* HAVE STANDARDS TO MAINTAIN DOWN THERE, AFTER ALL.

YOU KNOW WHAT THEY SAY "CLEANLINESS IS NEXT TO--"

...WELL, NEVER MIND.

SOUNDS PRETTY COSMIC FOR SPIDEY.

WELL, IT IS! IT *DEFINITELY* IS! BUT IT GETS US WHERE WE WANT, BASICALLY.

PLUS, IT GIVES "SCRIER" A REAL *MOTIVATION* TO HAVE STOPPED THE JACKAL'S SCHEME. IF HUMANITY WAS REPLACED WITH CLONES, THERE'D BE NO *SOULS* FOR HIM TO PLAY WITH!

WHAT ARE YOU SAYING, THAT CLONES DON'T HAVE SOULS? I DON'T BUY THAT!

WHAT ABOUT *MADELYNE PRYOR*? AND *XAVIER*, FOR THAT MATTER? HE'S IN A CLONED BODY!

CLONES HAVE BEEN RUNNING AROUND IN THE *X-MEN BOOKS* FOR *YEARS*! BUT DOES ANYONE NOTICE? DO *THEY* GET LAMBASTED IN THE FAN PRESS?! WRITTEN UP IN THE WALL STREET JOURNAL?!!

DO *THEY* HAVE TO PUT UP WITH CHARACTERS NAMED "SPIDERCIDE?!!" DO-

EASY, MAN, EASY! DEEP BREATH!

SORRY... GUESS I SHOULDN'T HAVE HAD THAT NINTH CUP OF COFFEE...

GENTLEMEN... RALPH... GOOD AFTERNOON.

HEY, *PETER*! WHAT BRINGS MARVEL'S RESIDENT *CONTINUITY EXPERT* UP FOR A VISIT?

AND WOW, LOOK AT THAT *MANUSCRIPT*! I DIDN'T KNOW YOU WERE WRITING A GRAPHIC NOVEL!

I'M NOT. THESE ARE SIMPLY MY NOTES ON THE *CONTINUITY GLITCHES* IN ALL THESE VARIOUS CLONE SCENARIOS I'VE BEEN SHOWN.

WHAT?? YOU MEAN THERE'RE *HOLES* IN ALL THE STORY IDEAS THAT WE'VE SEEN?

FRANKLY, SOME BIG ENOUGH TO DRIVE THE *SHIELD** *HELICARRIER* THROUGH! FOR EXAMPLE:

**SUPREME – NO, STRATEGIC HEADQUARTERS – NO. I'LL GET BACK TO YOU... RALF*

FIRST OF ALL, MEPHISTO IS DEAD! YES, I KNOW IT'S COMICS, HE WAS KILLED BY HIS SON, *BLACKHEART* A WHILE AGO. WE'D HAVE TO CLEAR THIS WITH THE *GHOST RIDER* PEOPLE.

IF PETER WAS SENT BACK IN TIME TO BECOME BEN, HOW ARE THE TWO SPIDER-MEN THE *SAME AGE*? BEN SHOULD BE FIVE YEARS OLDER! DIDN'T THE JACKAL NOTICE WHEN HE FOUND HIM?

IF MEPHISTO IS THE PRINCE OF LIES, AND *HE'S* THE ONE TELLING US WHO'S REALLY THE CLONE, WHY SHOULD *ANYONE* – INCLUDING THE READERS – BELIEVE HIM?

IF NEITHER PETER OR BEN IS THE CLONE, WHY DID TRAINER'S TESTS SAY THAT ONE OF THEM WAS? FOR THAT MATTER, WHY DO THEY BOTH HAVE MEMORIES OF BEING BORN IN A CLONING TANK?

FURTHERMORE, IF SEWARD TRAINER IS SUPPOSED TO BE SUCH AN ACCLAIMED, BRILLIANT, GENETICIST, WHY DOES HE NEVER SEEM TO HAVE A *JOB*?!

EH! LOOKS LIKE YOU GUYS ARE PRETTY BUSY!

HEY, IT'S *TOM DEFALCO*. WHAT'S UP, CHIEF?

...AND AS FOR DR. DOOM'S TIME PLATFORM...

OH, NO, DON'T TELL ME YOU'RE CARRYING AROUND *ANOTHER* PILE OF CONTINUITY HOLES!

EH! OF COURSE NOT! DIS IS A *T'UNDERSTRIKE* GRAPHIC NOVEL I'M PEDDLIN'!

WHAT, YOU THOUGHT I CAME HERE JUST TO WASTE TIME WIT' YOU GUYS?

TOM, YOU'VE BEEN WRITING SPIDER-MAN A LONG TIME! YOU MUST HAVE SOME CLUE HOW WE CAN EXPLAIN ALL THIS STUFF!

WELL, I'M FROM THE OLD SCHOOL, Y'KNOW? WE CAN DO IT REALLY EASY. TWO SIMPLE WORDS:

BEN MELTS.

"YOU MEAN...JUST LIKE THAT? THEY'RE WALKING DOWN THE STREET AND-?!"

BEN, I'M SO *GLAD* YOU COULD JOIN PETER AND ME FOR THE MOVIE! I'VE BEEN WANTING TO SEE "MULTIPLICITY" FOR *WEEKS!*

PERSONALLY, *I* FIND THE PREMISE A LITTLE HARD TO SWALLOW...

MY PLEASURE, MJ. HEY, COOL BIKE!

MAKES ME WISH I STILL HAD MY CHOPPER...

HMM... DID IT JUST GET *HOTTER* OUT HERE?

-;*SIGH!*;- BOYS AND THEIR TOYS! YOU COMING, BEN?

BEN?

Ohh!!

Yikes!!

UH, PETER? HONEY?

ARE YOU *SURE* YOU'RE THE CLONE...?

WELL, THE SCENARIO WOULDN'T NECESSARILY BE LIKE DAT, EXACTLY, BUT-!

NO EXPLANATIONS? WHAT ABOUT TRAINER'S TESTS? WHAT ABOUT EVERYTHING THE JACKAL DID?! THE WHOLE MASTER PLAN BASED ON PETER BELIEVING HE WAS THE CLONE?!

EH! WE'LL WOIK OUT DA SUB-TLETIES LATER! WE'LL MAKE IT UP AS WE GO ALONG! WE'VE COME THIS FAR THAT WAY, RIGHT?

BUT... BUT...

EH! DETAILS! YOU'VE GOTTA LEAVE DA READERS WANTIN' MORE SOMETIMES!

LISTEN, I'LL PLAY ALONG WIT' WHATEVER YOU GUYS FIGURE OUT! JUST SO LONG AS THOSE CHECKS KEEP COMIN' IN!

GLENN'S RIGHT, TOM! HE'S GONNA BURST A BLOOD VESSEL, BUT HE'S RIGHT!

WHAT ABOUT TRAVELLER AND SCRIER, AND ALL THAT STUFF THEY WERE DOING WITH THE JACKAL WAY BACK WHEN, AND WHAT ABOUT -

I GOTTA GO NOW, BUT I'LL TELL YA ONE THING... YOU GUYS BETTER FIGURE OUT A DIRECTION FAST...

...OR YOU'LL ALL GET WHAT I USED TO THREATEN PEOPLE WIT' WHEN I WAS THE EDITOR IN CHIEF...

...CABFARE TO DC!

NO!

NOT THAT!

ANYTHING -

-BUT THAT!

HEY, GUYS? ALL THE FAX MACHINES ARE GETTING TIED UP WITH THESE *MEMOS* YOU'RE SENDING BACK AND FORTH!

ARE YOU GOING TO WORK THIS OUT SOON? I'M TOO YOUNG TO WEAR A HERNIA *TRUSS*!

HMM... THIS ONE HAS A REALLY WAY-OUT TAKE ON WHAT *TRAVELLER'S* ORIGIN COULD BE...

SEWARD TRAINER... YOUR DESTINY HAS COME CALLING. YOU'VE HIDDEN IT FROM THESE MEN-AND YOURSELF- FOR FAR TOO LONG.

I AM *YOU*, SEWARD TRAINER-YOU FROM THE FUTURE. I RENAMED MYSELF JUDAS BECAUSE OF MY *BETRAYAL* OF PETER PARKER- MAKING HIM LEAD THE REST OF HIS LIFE BELIEVING HIMSELF A CLONE.

PETER PARKER... BEN REILLY. THE TIME FOR DECEPTION IS OVER. THE TIME HAS COME... FOR THE *TRUTH*.

AGAIN??!

I HAVE *TRAVELLED* THE EARTH FOR CENTURIES, SEARCHING FOR THE TRUE NATURE OF EVIL-- HOPING THAT THEREIN LIES THE ANSWER TO MY *OWN* REDEMPTION.

THESE EVENTS HAVE YET TO HAPPEN FOR YOU- BUT DO YOU *DENY* YOUR GUILT?!

I FIXED THE EQUIPMENT SO IT WOULD READ THE TEST RESULTS WRONGLY. I DID IT FOR *YOU*, BEN YOU'VE BEEN LIKE A SON TO ME. YOU *DESERVED* A CHANCE AT HAPPINESS!

PETER... CAN YOU EVER FORGIVE ME? PETER?

IT'S TRUE, PETER... AND BEN.

WHEW! THANK GOD! I THOUGHT TRAVELLER WAS GONNA SAY HE WAS AN ALTERNATE FUTURE VERSION OF MY UNBORN MUTANT CHILD, OR SOMETHING *REALLY* DEMENTED! *THAT'S* A LOAD OFF MY MIND!

HEY, WHO DID HE SAY WAS THE CLONE AGAIN? I ZONED FOR A SECOND.

SIGNED, "HARVEY BRISCOLL??!"

LOOKS LIKE SOME WRITER DIDN'T EVEN WANT TO PUT HIS *REAL NAME* ON THIS ONE...

STAND STILL SO I CAN *SQUASH* YOU, INSECT!

AH, YOU'RE JUST TOO SLOW, *STUNNER!*

AND I'LL BET YOU *STUFF* YOUR SHIRT, TOO!

OOH, IS *THAT* ONE GONNA COST YOU, PUNK!

MARY JANE, I'VE GOTTA TRY TO HELP--!

PETER, NO! YOU DON'T HAVE POWERS ANYMORE!

AND, PETER- WHAT'S THAT SHIMMERING IN MIDAIR?

THE *MASTER PROGRAMMER!* BUT BEN TOLD ME HE'D BEEN SCATTERED INTO THE NETHER!

ONE *CANNOT* KILL A BEING SUCH AS I.

AND I NOW TIRE OF THIS CHARADE WITH STUNNER.

HOLY-!

I WAS RIGHT! STUNNER WAS JUST AN ADVANCED *VIRTUAL REALITY CONSTRUCT* CREATED BY THE PROGRAMMER!

PETER... WHAT'S...

MARY JANE?! OH, NO! *SHE'S* FADING AWAY, TOO!

IT CAN'T BE...

MARY JANE... WAS NEVER REAL?

HERE'S ANOTHER ONE THAT WANTS TO TIE THE ENDING IN TO THE MASTER PROGRAMMER STORYLINE.

"SO SEWARD IS CRUISING CYBERSPACE, TRYING TO TRACK DOWN THE PROGRAMMER, WHEN..."

CONGRATULATIONS, TRAINER. YOU'VE BREACHED MY DEFENSES. NOW I BELIEVE IT IS TIME YOU FINALLY LEARNED... THE TRUTH!

I DON'T THINK I CAN *HANDLE* THE TRUTH...

*GOT IT! STRATEGIC HAZARD INTERVENTION ESPIONAGE LOGISTICS DIRECTORATE! SORRY, BACK TO THE STORY NOW... RALF.

YOU FOOL. I'VE BEEN MANIPULATING **ALL** OF YOU FOR YEARS! IT WAS I WHO ***INFILTRATED*** YOUR TESTING EQUIPMENT SO IT WOULD READ PARKER AS A CLONE AND REILLY AS THE ORIGINAL!

I ***CREATED*** THE BEINGS YOU KNOW AS TRAVELLER AND SCRIER... ADVANCED VIRTUAL REALITY **HOLOGRAMS** DESIGNED TO KEEP TABS ON SPIDER-MAN AND HIS CLONE!

BUT...

...WHY?! WHAT DO YOU HAVE TO GAIN BY ALL THIS??!

MERELY **REVENGE**, DR. TRAINER. **LONG-AWAITED** REVENGE ON MY OLD FOE, SPIDER-MAN!

HOW SWEET IT WILL BE WHEN HE DISCOVERS THAT THE ONE WHO HAS DESTROYED HIS LIFE IS--

ALL RIGHT, HOLD IT RIGHT ***THERE***, MACCHIO!

THE MASTER PROGRAMMER'S IDENTITY IS A MAJOR ***SALES POINT*** IN AN UPCOMING STORYLINE! IF YOU THINK YOU'RE GONNA GIVE IT AWAY AS A ***PUNCHLINE*** IN THIS RIDICULOUS ONE-SHOT...

...WELL, YOU'VE GOT ANOTHER THINK COMING!

CENSORED

UH-OH. MORE FUN.

LOOK, IT'S *SKI*, *ANDY BALL*, AND *JOHN DOKES* OF THE MARVEL EDITORIAL PLANNING DEPARTMENT.

BIG BOOK O' COMIC GIMMICKS

GREENBERG, WHAT HAVE I TOLD YOU ABOUT TALKING LIKE A *NARRATIVE CAPTION*?

IT'S IMPROMPTU *MARKETING MEETING* TIME, GUYS!

UH, HEY... AREN'T YOU A CHARACTER IN *GHOST RIDER*?

SHUT UP.

OKAY, RALPH - TIME TO PUT THAT SUN-SOAKED BRAIN OF YOURS TO WORK!

WE'RE UNDER BUDGET! WE NEED NEW *SPIDER-MAN* PROJECTS FOR THE END OF '96 AND WE NEED 'EM *YESTERDAY*!

I STILL HAVEN'T GOTTEN OVER BEING LEFT OUT OF THE *MARVEL HANDBOOK*!

I *CAN'T* THINK ABOUT NEW PROJECTS NOW, SKI! I'M STILL WORKING ON STRAIGHTENING OUT THE *EXISTING* ONES!

WE'VE GOTTA WRAP UP THE *CLONE SAGA*, AND MAKE IT *WORK*!

HMM. WELL, WE COULD MAKE IT REALLY SIMPLE... WE'VE GOT THE BIG *ONSLAUGHT* CROSSOVER COMING UP THIS SUMMER...

"THERE'LL BE A BUTT-LOAD OF SENTINELS STOMPING THROUGH THE STREETS OF MANHATTAN..."

BY ORDER OF ONSLAUGHT, THIS CITY IS UNDER MARTIAL LAW. HUMANS DEFYING THIS ORDER WILL BE EXTERMINATED.

THOSE GIANT ROBOTS ARE TERRORIZING THE WHOLE CITY! EVERYTHING'S IN CHAOS! PEOPLE ARE PANICKING!

I'M JUST ONE MAN WITH SPIDER-POWERS...

...BUT IT'S TIME TO PROVE THAT ONE MAN CAN MAKE A DIFFERENCE...

...EVEN AGAINST A THREAT AS MAJOR AS THIS!

SO LOOK OUT, YOU STEEL-PLATED STIFFS - THIS IS STILL SPIDER-MAN'S CITY, AND YOU'RE TRAMPLING IT OVER MY DEAD--

-UH-OH.

K-RUNCH!

I DON'T BELIEVE THIS! WE CAN'T JUST-

HMM... COULD WORK AS A SPECIAL ISSUE, IF WE PUT A CHROMIUM COVER ON IT...

...MAYBE USE SOME REAL *SPIDER-BLOOD* AS THE FIFTH-COLOR INK...?

HEY, NOW LET'S NOT DISMISS THIS *QUICK, BRUTAL DEATH* IDEA TOO QUICKLY!

IN FACT, THAT COULD OPEN UP A WHOLE ***SLEW*** OF POSSIBILITIES FOR NEW PROJECTS!

I'VE GOT IT! A ONE-SHOT SPECIAL CALLED *"101 USES FOR A DEAD CLONE!"*

AH, JUST PICTURE IT... A BOOK OF ONE-PAGE VIGNETTES WITH ALL THE WACKY CORPSE JOKES THE COMICS CODE WILL ALLOW!

"PLACE THE DEAD CLONE IN THE ***PASSENGER SEAT*** SO YOU CAN RIDE IN THE CARPOOL LANE!

"USE THE DEAD CLONE TO ATTRACT FLIES -- THEN ***SWAT*** 'EM!

"PROP UP THE DEAD CLONE AND USE IT AS A COLORFUL *COAT AND HAT RACK!*

"THE POSSIBILITIES ARE PRETTY ENDLESS, WOULDN'T YOU SAY?"

HOW ABOUT THIS: WE DO A SPECIAL *SELF-REPLICATING* COVER FOR THE PROJECT: DIP THE BOOK IN WATER AND IT "*CLONES*" ITSELF!

ER, HI, BOB! BACK SO SOON?

OKAY! WHY IS MY SUPPORT STAFF ALL CONGREGATING HERE IN RALPH'S OFFICE?!

...AND THEN THERE'S THE QUESTION OF WHO THE ORIGINAL CARRION WAS...

I DON'T BELIEVE THIS...

LOOK AT THIS OFFICE! THIS PLACE IS A *MESS!!* ALL THESE PILES OF PAPER AND YOU GUYS *STILL* HAVEN'T FIGURED THIS OUT??!

SKI, WE HAVE TO TALK SCHEDULE!! BOOKS ARE GETTING LATE-- *AGAIN!* YOU GUYS COME WITH ME!

AS FOR THE *REST* OF YOU, I DON'T CARE IF YOU *DROWN* IN PAPER, AS LONG AS YOU RESOLVE THIS STORYLINE *TODAY!!*

WOW. THE PRESSURE MUST REALLY BE GETTING TO BOB.

HE'S STARTING TO ACT IRRATIONAL... INSANE... MANIC!

...ALMOST LIKE...

...THE *GREEN GOBLIN*?

YOU KNOW... WE MAY *HAVE* SOMETHING THERE...

GREETINGS, I AM *UATU*. AND I DECLARE THAT NEVER IN ALL MY CENTURIES OF OBSERVING THE MULTIVERSE...

...HAVE I WITNESSED *ALTERNATE REALITIES* SUCH AS THESE!

NOT EVEN THAT TIME I SNIFFED BADOONIAN GLUE BACK ON ALDEBARAN-4.

IT JUST GOES TO SHOW... SOMETIMES EVEN THE *WATCHER* WOULD DO WELL TO AVERT HIS GAZE!

THE EVER-LOVIN' END!

APPROVED BY THE COMICS CODE AUTHORITY

REVELATIONS PART 1 of 4

The SPECTACULAR SPIDER-MAN

MARVEL® COMICS

SPIDER-MAN

NOV. '96 240

SPECTACULAR SPIDER-MAN #240 HALLOWEEN VARIANT COVER BY LUKE ROSS

Who is Carrion? What is this malevolent entity which has again returned from beyond the grave to threaten the amazing Spider-Man? And how does Carrion's secret connect to another of the wall-crawler's foes—one he thought long dead? The quest for the truth will lead the web-slinger on a world-spanning journey of discovery. But Carrion holds all the cards...and it's a dead man's hand!

SPIDER-MAN®: DEAD MAN'S HAND

MARVEL COMICS SPIDER-MAN APA '97 1

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN IN:

DEAD MAN'S HAND

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S.H.I.E.L.D.'s* EMERGENCY BIO-HAZARD FACILITY.

OMIGOD!

DOCTOR ALLEN!

CHAPTER ONE
ACES & EIGHTS

*The Strategic Hazard Intervention Espionage and Logistics Directorate.--Tom.

I'LL DO WHAT I CAN FOR Dr. ALLEN...

...YOU CHECK ON THE LAB!

I'M ON IT, Dr. MIGLIETTA!

ALLEN MUST HAVE BEEN IGNORING SAFETY PROTOCOLS *AGAIN!* SOMEDAY HE'S GONNA GET US ALL KILLED!

IF HE SURVIVES, THAT IS.

FOOOSH

...HAD TO DESTROY THE REMAINS...

...NO ONE MUST HAVE THE SECRET BUT ME...

HOLY !

WHAT THE DEVIL WAS HE WORKIN' ON IN HERE?

THIS *CAN'T* HAVE BEEN SANCTIONED!

Dr. ALLEN -- CAN YOU *HEAR* ME? TRY NOT TO MOVE.

YOU MUST LEAVE THIS PLACE!

WHO?

Dr. ALLEN? IT'S ME -- LESLIE...

YOU HAVE AN IMPORTANT DESTINY TO FULFILL.

GET OUT OF MY HEAD!

UHHH!

WOK

HEY!

YES! I CAN FEEL IT!

!

HEY, YOU! PUT HIM DOWN RIGHT NOW!

GLADLY.

NONE OF YOU MATTER TO ME NOW! I ALONE KNOW THE SECRET...

...AND YOU ARE POWERLESS TO STOP ME!

IT WAS ALL SO SIMPLE...

...JUST ACES AND EIGHTS...

...ACES AND EIGHTS...

HA HA HA HA HA HA HA

BOOM

WHAT THE HULK?

WHAT THE BLAZES JUST HAPPENED HERE?

FOREST HILLS, QUEENS. TWO WEEKS LATER...

LOOKS LIKE IT'S GOING TO BE ANOTHER BEAUTIFUL DAY...

HOW MANY TIMES DID AUNT MAY, UNCLE BEN, AND I WATCH THE MORNING SUN SHINE THROUGH THIS WINDOW?

MUST BE IN THE THOUSANDS...

SOMETIMES, I WISH I COULD GO BACK...

LIFE SEEMED SO MUCH EASIER WHEN I WAS GROWING UP HERE WITH AUNT MAY AND UNCLE BEN...

...THEY WERE THE ONLY PARENTS I EVER KNEW.

WE DIDN'T HAVE A LOT OF MONEY, BUT WE HAD EVERYTHING WE NEEDED, ESPECIALLY LOVE.

I COULDN'T HAVE ASKED FOR A BETTER FAMILY.

EAT YOUR WHEATCAKES, PETER.

YOU NEED A GOOD BREAKFAST TO GET YOU THROUGH THE DAY.

I NEVER HAD MUCH OF A SOCIAL LIFE WHEN I WAS IN JUNIOR HIGH OR HIGH SCHOOL.

BUT I WAS HAPPY ENOUGH. I HAD MY STUDIES AND MY FAMILY.

EVERYTHING CHANGED THAT DAY I WENT TO AN EXHIBIT AT THE SCIENCE HALL...

...THAT DAY WHEN I WAS BITTEN BY AN IRRADIATED SPIDER.

IT'S A WONDER THAT ITS BITE DIDN'T KILL ME...

INSTEAD, THROUGH A BIZARRE TWIST OF FATE, THE BITE AFFECTED ME GENETICALLY AND TURNED ME INTO...

... A SPIDER-MAN.

I DEVELOPED THE PROPORTIONATE STRENGTH AND AGILITY OF A SPIDER, COULD STICK TO WALLS, AND WAS ABLE TO SENSE WHEN DANGER WAS NEARBY -- SO I DID WHAT ANY KID WOULD DO...

...I MADE MYSELF A COUPLE OF WEB-SHOOTERS AND A COSTUME, AND WENT ON TV HOPING TO BECOME A CELEBRITY. THAT'S WHERE THE BIG BUCKS WERE...

TONIGHT'S SPECIAL GUEST IS A STUPID PET TRICK *AND* STUPID HUMAN TRICK. ALL ROLLED INTO ONE!

PLEASE WELCOME THE ***ASTONISHING ARACHNID.***

THAT'S ***"THE AMAZING SPIDER-MAN."***

SO TELL ME, SPIDER-GUY...

...DOES YOUR MOTHER KNOW YOU GO ON TV IN YOUR PAJAMAS?

ALL I WANTED TO DO WAS MAKE ENOUGH MONEY TO GIVE AUNT MAY AND UNCLE BEN THE LIFE OF LEISURE THEY DESERVED... AND MAYBE HAVE ENOUGH LEFT OVER TO PAY FOR MY COLLEGE TUITION.

I WAS SO CAUGHT UP IN MY OWN PLANS THAT I WASN'T THINKING ABOUT ANYONE ELSE...

AS I LEFT THE STUDIO ONE NIGHT, I LET A THIEF RUN RIGHT PAST ME.

WITH MY SPEED AND REFLEXES, I COULD HAVE STOPPED HIM EASILY. BUT I DIDN'T. I DIDN'T THINK HE WAS MY PROBLEM.

WHAT I WOULDN'T GIVE TO TAKE BACK THAT NIGHT!

ABOUT A WEEK LATER, A BURGLAR BROKE INTO OUR HOUSE WHILE I WAS OUT PLAYING CELEBRITY.

UNCLE BEN SURPRISED HIM...AND WAS **KILLED.**

I WENT A LITTLE NUTS WHEN I FOUND OUT. I PUT MY SPIDER-MAN SUIT ON AND TRACKED THE CREEP DOWN...

I WASN'T INTERESTED IN BEING A HERO. I JUST WANTED HIM TO PAY FOR WHAT HE'D DONE TO MY UNCLE BEN.

IT'S YOU!

IT TURNED OUT IT WAS THE SAME GUY I COULD HAVE STOPPED AT THE TV STUDIO, BUT DIDN'T!

UNCLE BEN WAS DEAD, AND IT WAS ALL **MY FAULT!**

HAVE A GOOD DAY AT SCHOOL, PETEY.

I TRIED TO MAINTAIN AS NORMAL A LIFE AS I COULD AFTER THAT, BUT IT WASN'T EASY...

UNCLE BEN'S DEATH TAUGHT ME THAT WITH GREAT POWER THERE MUST ALSO COME GREAT RESPONSIBILITY.

I COULDN'T HAVE THESE INCREDIBLE POWERS AND NOT USE THEM TO HELP PEOPLE, SO I BECAME A COSTUMED HERO.

THAT DECISION CHANGED MY LIFE FOREVER...

SOME PEOPLE SAY YOU CAN JUDGE A MAN BY THE ENEMIES HE'S MADE.

I'VE MADE SOME DOOZIES...

TIME TO COME OUT AND PLAY, PETEY!

YOU WANT A PIECE OF ME?

YOU GOT IT!

GOOD WORK, PARKER. VERY GOOD. YOU DEFEATED THEM ALL.

BUT YOU NEVER COULD DEFEAT ME -- ***THE GREEN GOBLIN!***

NOT EVEN ***DEATH*** COULD "***BEAT***" ME, PARKER!

YOU REMEMBER MY OTHER "***DEAD***" FRIENDS, DON'T YOU? MILES WARREN -- THE JACKAL -- AND HIS CREATION... CARRION?

WE'LL BE WAITING FOR YOU, PARKER...

NO! THAT'S NOT TRUE!

I ***DID*** BEAT YOU! I --!

WE'LL ALWAYS BE WAITING FOR YOU!

WHAT IF HE'S RIGHT?

MY LIFE IS SO CRAZY SOMETIMES.

I NEVER KNOW WHAT'S WAITING IN THE SHADOWS FOR ME NEXT.

IS THAT MY PUNISHMENT FOR NOT ACTING WHEN I COULD?

SOMETIMES I THINK THE ONLY THING I CAN COUNT ON IS FINDING MY OWN FACE IN THE MIRROR...

...AND EVEN THAT WAS TAKEN AWAY FROM ME WHEN ALL THOSE CLONES WERE RUNNING AROUND. I COULDN'T EVEN BE SURE THAT I **WAS** PETER PARKER.

HEY, TIGER! WHATCHA DOIN'?

THINKING ABOUT LIFE.

YOU'VE BEEN DOING YOUR ***HAMLET*** IMPRESSION AGAIN, HAVEN'T YOU...

...BROODING OVER WHAT A BURDEN IT IS TO BE SPIDER-MAN?

YEAH, I GUESS SO...

IT'S HARD NOT TO THINK ABOUT WHAT MY LIFE WOULD BE LIKE IF I'D STOPPED THAT BURGLAR. MY UNCLE BEN WOULD STILL BE ALIVE...

SWEETHEART, YOU HAVE TO HAVE FAITH THAT THINGS HAPPEN ***FOR A REASON.***

YOUR UNCLE BEN TAUGHT YOU TO BE A CARING, RESPONSIBLE PERSON.

HE'D BE PROUD OF THE MAN YOU'VE BECOME...

...I KNOW I AM.

I'M GLAD I HAVE YOU IN MY LIFE TO REMIND ME HOW GOOD LIFE ***CAN BE***, MJ.

LATER THAT DAY...

IF I'D KNOWN THE E TRAIN WOULD BE RUNNING SO SLOW, I'D HAVE WEB-SWUNG INTO TOWN.

ON THE OTHER HAND, WEB-FLUID ISN'T CHEAP, AND IF MARY JANE AND I ARE GONNA GO BACK TO SCHOOL, I GOTTA PICK UP SOME WORK.

DAILY BUGLE

BEHUMANS

UBWAY

QUEENS UPPER MANHATTAN

BROOKLYN W Y Z

DAILY BUGLE

MAYBE THERE'S A HOT STORY BREAKING THAT I CAN GET SOME PHOTOS FOR...

HEY, BUB, YOU GONNA PAY FOR THAT OR WHAT?

DAILY BUGLE

CARRION COPYCAT?

Huh? Oh, YEAH -- SURE.

CARRION COPYCAT? THAT'S JUST WHAT THE WORLD NEEDS. WONDER WHAT THIS IS ALL ABOUT...

ACCORDING TO THE BUGLE STORY, LAST NIGHT WAS THE LATEST IN A SERIES OF CHEMICAL ROBBERIES... WHY HAVEN'T I HEARD ANYTHING ABOUT THIS BEFORE NOW?

BETTER CALL THE BUGLE AND GET THE DOPE ON THIS FROM...

PHONE

PHONE

DAILY BUGLE

EDITORIAL. JOE ROBERTSON... Oh, HELLO, PETER...

YES, AT LEAST A HALF-DOZEN ROBBERIES IN THE PAST WEEK...

THE POLICE DIDN'T HAVE MUCH TO GO ON UNTIL THE LATEST. A GUARD WAS KILLED THIS TIME.

WHY DO THEY THINK IT'S A CARRION COPYCAT?

BECAUSE THE WORDS "THE DEAD WALK" WERE WRITTEN IN ASH BESIDE THE MAN'S BODY...

RORY

"THE DEAD WALK." THAT'S CARRION'S CALLING CARD, ALL RIGHT...

ALL UNITS REPORT TO BROADWAY AND 53RD...

...RIOT IN PROGRESS...

...CARRION BELIEVED TO BE INVOLVED...

MAN, THIS IS TOO WEIRD...

I WAS JUST THINKING ABOUT CARRION THIS MORNING.

ALL RIGHT, THIS MORNING I WAS THINKING ABOUT A **LOT** OF THE CREEPS I'VE FACED SINCE I BECAME SPIDER-MAN...

...BUT CARRION RATES RIGHT UP THERE AS ONE OF THE **CREEPIEST**...

... **BOTH** OF THEM.

IF THE FIRST ONE WAS DESTROYED AND THE SECOND ONE, **MALCOLM McBRIDE**, HAS BEEN CURED, THEN WHO'S THE NEW GUY AND WHY ON EARTH WOULD HE WANT TO BE CARRION?

WHOEVER HE IS...

...I'M NOT ABOUT TO LET HIM GET AWAY WITH STARTING A RIOT...

...NOT IN **MY TOWN.**

ONCE MY STREET CLOTHES ARE SAFELY WEBBED OUT OF SIGHT UNDER THIS CORNICE...

...SPIDER-MAN IS READY TO ROLL!

THE QUESTION IS -- INTO WHAT?

MAN, I WONDER IF I'LL EVER SORT OUT ALL THE LOOSE ENDS FROM THAT **CLONE FIASCO** MILES WARREN STARTED.

WHEN THE FIRST CARRION SHOWED UP IN MY LIFE, HE CLAIMED TO BE A **CLONE OF WARREN**...

... AND, LIKE WARREN, HE KNEW THAT PETER PARKER AND SPIDER-MAN WERE ONE AND THE SAME.

HE VERY NEARLY KILLED ME, BUT WOUND UP DEAD HIMSELF.

LATER, I DISCOVERED WARREN'S JOURNAL, WHICH REVEALED THAT CARRION WAS ACTUALLY A NORMAL MAN TRANSFORMED BY A GENETIC VIRUS...

...THAT WARREN HAD CREATED AND LEFT BEHIND.

A SCIENCE STUDENT NAMED MALCOLM McBRIDE WAS EXPOSED TO THIS VIRUS.

HE BECAME THE SECOND CARRION, COMPLETE WITH ALL THE MEMORIES OF THE ORIGINAL.

McBRIDE WAS CURED, AND SEEMS TO BE FULLY RECOVERED.

BUT THE RECENT RETURN OF WARREN -- AND BEN REILLY -- REVEALED THAT WARREN REALLY **HAD** CREATED CLONES!

SO THAT LEAVES THE QUESTION...

...WHO **OR WHAT** WAS THE FIRST CARRION?

Oh, MAN! I'VE GOT ***OTHER THINGS*** TO WORRY ABOUT RIGHT NOW!

HE SURE LOOKS LIKE CARRION...

...AND IT LOOKS LIKE HE'S BROUGHT A FEW HUNDRED RELATIVES WITH HIM!

SPIDER-MAN!

HE TOLD ME YOU'D COME!

CHAPTER TWO

ZOMBIES ON BROADWAY

BROADWAY

SPIMC

I WON'T LET YOU -- OR HIM -- INTERFERE WITH MY PLANS!

OWW!

WHOEVER THIS GUY IS, IT FEELS LIKE HE CAN REPULSE ORGANIC MATTER LIKE HIS PREDECESSORS.

I WONDER WHAT OTHER TRICKS HE'S GOT UP HIS SLEEVE...

GET HIM, MY ZOMBIES.

DESTROY SPIDER-MAN.

DESTROY SPIDER-MAN.

DESTROY SPIDER-MAN.

DESTROY SPIDER-MAN.

WELL, THIS IS NEW AND DIFFERENT...

...AND I CAN'T SAY I LIKE IT...

KILL SPIDER-MAN!

DESTROY SPIDER-MAN.

I HATE TO SPOIL YOUR PARTY, PAL...

...BUT I SAW ***NIGHT OF THE LIVING DEAD.*** I KNOW WHAT ZOMBIES DO WHEN THEY CATCH THE LIVING...

AND I'M NOT GONNA STAND AROUND WAITING TO BE SOME DEAD GUY'S LUNCH.

AH, BUT THEY'RE NOT DEAD...

...YET.

THEY ARE SIMPLY UNDER MY CONTROL!

STOP TALKING! DESTROY SPIDER-MAN! *DESTROY HIM!*

I DON'T NEED MY ZOMBIES TO DEAL WITH YOU...

...NOT WHEN I CAN KILL YOU WITH MY LETHAL TOUCH.

THANKS FOR THE WARNING, BOZO...

...I WASN'T SURE IF YOU HAD ***THAT POWER.***

OOOOOF!

FOOL! YOU COULD HAVE HAD HIM.

I'D BETTER PIN HIM DOWN BEFORE HE CAN MAKE CONTACT!

THAT MAY BUY ME SOME TIME...

...TO FIGURE OUT WHAT HIS STORY IS...

YOU HAVE DISAPPOINTED ME, ALLEN. I GAVE YOU THE SECRETS OF THE CARRION VIRUS, AND YOU WASTE THEM ON YOUR PETTY SCHEMES.

ALL I ASKED WAS THAT YOU DESTROY SPIDER-MAN!

SHUT UP! GET OUT OF MY HEAD!

I HAVEN'T SAID A WORD. WHAT ARE YOU BABBLING ABOUT?

I DO NOT BABBLE!

I CONTROL MORE POWER THAN YOU CAN EVER IMAGINE.

YOU CAN DO THAT LYING ON YOUR BACK...

...PINNED TO THE ROOF OF A MINIVAN?

I AM IMPRESSED.

DO NOT MOCK ME, SPIDER-MAN.

I AM FAR FROM HELPLESS!

KILL SPIDER-MAN

DESTROY SPIDER-MAN

DESTROY SPIDER-MAN

DESTROY SPIDER-MAN

KILL SPIDER-MAN

Oh, GREAT. I WAS AFRAID OF THIS -- HE CAN PULL THE *DISAPPEARING ACT* TOO.

FOOM

BUT THAT'S *THE LEAST* OF MY PROBLEMS RIGHT NOW...

DESTROY SPIDER-MAN

KILL SPIDER-MAN

DESTROY SPIDER-MAN

KILL SPIDER-MAN

DESTROY SPIDER-MAN

KILL SPIDER-MAN

I CAN TURN THIS CITY -- *THE WHOLE WORLD* -- INTO A GRAVEYARD IF I WISH!

IT'S OBVIOUS THAT THESE ZOMBIES AREN'T GOING TO GIVE UP UNTIL THEY'VE KILLED ME...

... AND SINCE BEING DEAD WOULD PUT A SERIOUS CRAMP IN MY STYLE, I'D BETTER KEEP MOVING.

DESTROY SPIDER-MAN!

KILL SPIDER-MAN!

DESTROY SPIDER-MAN!

KILL SPIDER-MAN!

DESTROY SPIDER-MAN!

DESTROY SPIDER-MAN!

KILL SPIDER-MAN!

DESTROY SPIDER-MAN!

KILL SPIDER-MAN!

DESTROY SPIDER-MAN!

OKAY, I'M OUT OF REACH FOR THE MOMENT. NOW WHAT?

THEY'RE ALL FOCUSED ON ME, BUT WHAT HAPPENS IF AND WHEN THEY LOSE INTEREST? WILL THEY START ATTACKING PEOPLE ON THE STREET?

I'VE GOTTA KEEP THEM CONTAINED UNTIL I CAN FIGURE OUT WHAT TO DO WITH THEM.

Ah! THAT BUS SHOULD DO THE TRICK!

KILL SPIDER-MAN!

DESTROY SPIDER-MAN!

KILL SPIDER-MAN!

DESTROY SPIDER-MAN!

KILL SPIDER-MAN!

DESTROY SPIDER-MAN!

KILL SPIDER-MAN!

DESTROY SPIDER-MAN!

KILL SPIDER-MAN!

DESTROY SPIDER-MAN!

KILL SPIDER-MAN!

THE CITY'S ALWAYS TELLING US TO TAKE ADVANTAGE OF PUBLIC TRANSPORTATION...

...BUT I SUSPECT THIS WASN'T WHAT THEY HAD IN MIND.

KILL SPIDER-MAN!

DESTROY SPIDER-MAN!

KILL SPIDER-MAN!

DESTROY SPIDER-MAN!

KILL SPIDER-MAN!

GOOD...LOOKS LIKE I'VE CONFUSED THEM.

THAT SHOULD GIVE ME ENOUGH TIME TO RELOAD MY WEB-SHOOTERS AND...

KILL..?
DESTROY..?
WHERE..?
SPIDER-MAN..?
DESTROY..?
SPIDER-MAN..?
KILL..?
WHERE..?
SPIDER-MAN..?
DESTROY..?
KILL..?
WHERE..?

...GET TO THE OTHER END OF THE BLOCK TO CREATE ANOTHER BARRIER.

THERE..!
DESTROY SPIDER-MAN!
KILL SPIDER-MAN!
KILL SPIDER-MAN!
DESTROY SPIDER-MAN!
KILL SPIDER-MAN!
DESTROY SPIDER-MAN!
KILL SPIDER-MAN!
DESTROY SPIDER-MAN!

GOOD JOB. I'VE BLOCKED OFF BOTH 53RD AND 54TH STREETS. THAT SHOULD HOLD THEM FOR A LITTLE WHILE.

BUT THIS IS JUST A TEMPORARY SOLUTION. HOW DO YOU DEAL WITH A COUPLE HUNDRED WITLESS ZOMBIES?

WHUP
WHUP
WHUP

WHUP WHUP WHUP

YES! THE CAVALRY HAS ARRIVED!

THOSE ARE S.H.I.E.L.D. HELICOPTERS.

THE GAS GRENADES THEY'RE DROPPING ARE KNOCKING OUT THE ZOMBIES.

PAF

PAF

KOFF KOFF

I SUPPOSE IT WOULD ONLY BE POLITE TO THANK THEM FOR SAVING MY LIFE.

WHUP WHUP WHUP WHUP

S.H.I.E.L.

BESIDES, MAYBE THEY CAN SHED SOME LIGHT ON WHAT'S GOING ON AROUND HERE.

AW, MAN, MY SPIDER-SENSE IS GOING OFF THE SCALE.

NOW WHAT?

STAY WHERE YOU ARE! KEEP YOUR HANDS IN THE AIR...

WELL, THIS IS A FINE "HOW DO YOU DO."

WHUP

WHUP

WHUP

BE CAREFUL. HE MAY BE INFECTED TOO!

IT TAKES SOME FAST TALKING, BUT I FINALLY CONVINCE THEM THAT I'M NOT A ZOMBIE.

(I GUESS THE FACT THAT I DIDN'T TRY TO EAT THEIR BRAINS HELPED.)

*...I RATE AN AUDIENCE WITH THE OFFICER IN CHARGE OF THE OPERATION, **DUM DUM DUGAN**...*

I REALLY SHOULDN'T BE TALKING TO YOU ABOUT THIS, SPIDER-MAN. YOU HAVEN'T BEEN GIVEN A ***SECURITY CLEARANCE***...

...BUT YOU'RE THE ONLY PERSON HERE WHO HAS FACED ***ALL THREE CARRIONS.*** YOU MAY BE ABLE TO HELP US.

WE'VE ALREADY GOT TWO DOZEN PEOPLE HERE WHO HAVE BEEN INFECTED BY CARRION. WE WERE TRYING TO KEEP IT QUIET, BUT THE COUPLE HUNDRED FOLKS HE INFECTED ON BROADWAY'S GONNA BLOW THAT OUT OF THE WATER.

THIS ***"ZOMBIE PLAGUE"*** OF CARRION'S LEAVES HIS VICTIMS SUSCEPTIBLE TO HIS SUGGESTIONS, AND APPEARS TO BE ***FATAL,*** ALTHOUGH NOT INSTANTANEOUSLY.

SO WHAT ARE YOU DOING TO CURE THEM?

WE HAVEN'T ***GOT*** A CURE YET.

THE ONLY CLUE WE'VE GOT AS TO *HOW* TO CURE IT IS Dr. ALLEN'S MUTTERINGS ABOUT ***"ACES AND EIGHTS".***

WHO'S Dr. ALLEN?

HE'S YOUR NEW CARRION. HE WAS STUDYING THE JACKAL'S CORPSE AT OUR BIO-HAZARD FACILITY...

S.H.I.E.L.D.'S SET UP SOME KIND OF COMMAND POST IN THE NEW YORK COLISEUM. AFTER SOME FAST TALKING...

WAIT A MINUTE! HE WAS STUDYING THE ***JACKAL'S CORPSE?*** WHAT'S THAT ALL ABOUT?

IS S.H.I.E.L.D. PLANNING TO ADD ***BIO-WEAPONS*** TO ITS ARSENAL?

THIS NEVER WOULD HAVE HAPPENED WHEN ***NICK FURY*** WAS ALIVE!

LISTEN, YOU! ***G.W. BRIDGE*** RUNS A CLEAN OPERATION!

Dr. MIGLIETTA HERE WAS TRYING TO DEVELOP ***VACCINES AND CURES*** FOR BIO-WEAPONS.

WILLIAM ALLEN WAS WORKING UNDER HER ON THE PROJECT. APPARENTLY HE HAD ***HIS OWN AGENDA!***

HE'S OUT THERE, ***SPREADING THIS BLASTED DISEASE*** THAT ONLY ***HE*** UNDERSTANDS!

RATHER THAN POINTING THE FINGER AT US, WHY DON'T YOU GET YOUR TAIL OUT THERE AND FIND HIM! ***HE'S*** THE ONE WHO'S BEEN ROBBING CHEMICAL PLANTS SO HE COULD CREATE HIS BLASTED ***"ZOMBIES"!***

AND ***HE'S*** THE ONLY ONE RIGHT NOW WHO MIGHT BE ABLE TO GIVE US THE CURE!

CRASH

JUMPIN' JEHOSAPHAT! WHAT'S THE RUCKUS?

WE'VE GOT ***COMPANY.***

I WANT ANSWERS, AND I WANT THEM NOW!

SORRY, SIR. WE DON'T KNOW HOW HE GOT PAST THE PERIMETER.

HE'S THE ***TINKERER,*** AN OLD SPARRING PARTNER OF MINE. BUT DON'T WORRY...

...HE'S HARDLY A SERIOUS THREAT.

BUT I ***WOULD*** LIKE TO KNOW WHAT HE'S DOING HERE.

ME TOO.

WHAT'S YOUR STAKE IN THIS?

MY SON IS HERE AND NO ONE WILL TELL ME WHY.

WHEN YOUR BULLY-BOYS OUTSIDE WOULDN'T LET ME IN TO SEE HIM, I HAD TO RESORT TO OTHER MEANS.

I'M SORRY, SIR. IF YOUR SON IS HERE, IT'S BECAUSE HE'S VERY SICK.

AND NOBODY COULD BE BOTHERED TO TELL HIS OLD MAN THAT?

ALL WE CAN TELL YOU IS THAT YOUR SON HAS BEEN INFECTED WITH A NEW VIRUS...

.. AND THERE DOESN'T APPEAR TO BE A CURE AT THIS TIME.

WELL, THEN, YOUNG LADY...

IF YOU HAVEN'T FOUND THE CURE YET...

...I'LL GO AND FIND SOMEONE WHO CAN!

YOU'RE NOT GOING ANYWHERE!

LET GO OF ME!

I'M NOT GOING TO SIT AROUND AND DO NOTHING WHILE THESE GOVERNMENT STOOGES LET MY SON DIE!

IF I KNOW THE GOVERNMENT, THEY'RE THE ONES BEHIND THIS WHOLE THING IN THE FIRST PLACE!

YOU DON'T REALLY THINK YOU CAN GET AWAY FROM ME, DO YOU?

IF I CAN'T GET AWAY FROM YOU...

...THEN I'LL GET AWAY WITH YOU!

WHAT THE ####?

WHERE THE SAM HILL DID THEY GO?

WHAT?

WHERE?

HOW?

IT FEELS LIKE SOMEONE TOOK AN **EGGBEATER** TO MY INSIDES...

ALL RIGHT, TINKERER. **SPILL.**

WHERE ARE WE AND HOW DID WE GET HERE?

YOU ENTER THE CO-ORDINATES OF WHERE YOU'D LIKE TO GO INTO THE MAIN COMPUTER SYSTEM. YOU PASS THROUGH THE TRANSFER GRID, AND **BINGO!** YOU'RE THERE.

THIS **WRISTBAND** IS YOUR LINK TO THE GRID.

THE ENCLAVE WANTS TO GET THEIR OPERATION UP AND RUNNING AGAIN. THEY CONTRACTED ME TO REBUILD SOME OF THEIR EQUIPMENT -- INCLUDING THE **TRANSFER GRID.**

ONE OF 'EM'S A GENETICIST. HE SAYS HE'S THE **BEST IN THE WORLD.** MAYBE HE CAN FIGURE OUT A WAY TO SAVE MY SON. YOU **MUST** LET ME GO TO HIM!

WE'RE IN MY LABORATORY. I'VE BEEN RECONSTRUCTING A **TELEPORTATION SYSTEM** FOR THE ENCLAVE.

NO! NO MATTER **HOW GOOD** THEIR GUY IS, I KNOW **SOMEONE BETTER...**

WHAT'S THE RANGE ON THIS THING?

IT *SHOULD* BE ABLE TO TELEPORT YOU *ANYWHERE ON EARTH.*

WE DON'T KNOW HOW MUCH TIME THE PEOPLE INFECTED WITH THE CARRION VIRUS HAVE LEFT -- *INCLUDING YOUR SON.*

I KNOW SOMEONE IN EUROPE WHO MAY BE ABLE TO HELP US...

...CAN YOU GET ME THERE?

IT'S TEMPTING TO TELEPORT HIM INTO THE HEART OF A VOLCANO, BUT IF HE KNOWS SOMEONE WHO COULD SAVE MY SON...

I SHOULD BE ABLE TO...

...BUT I HAVEN'T TRIED SENDING ANYTHING *LIVING* BEYOND A DISTANCE OF A COUPLE OF MILES.

IT COULD *KILL YOU.*

IT MIGHT ALSO SAVE *HUNDREDS OF LIVES.*

I HAVE *NO CHOICE.*

DOESN'T THIS GUY *HAVE A TELEPHONE?*

NO. HE LIKES TO KEEP TO HIMSELF.

I'VE FED THE COMPUTER THE COORDINATES OF THE REGION YOU SHOWED ME.

WITH *LUCK,* YOU SHOULD GET WHERE YOU'RE GOING *ALIVE.*

*I'M PROBABLY A FOOL TO TRUST THIS GUY. HE'S A **WANTED CRIMINAL,** AFTER ALL...*

BUT THERE ARE LIVES AT STAKE, INCLUDING HIS SON'S...

...I DOUBT HE'D DOUBLE-CROSS ME IF HE THINKS I CAN HELP HIM.

SO GRIT YOUR TEETH, SPIDEY, AND DO IT!

NEXT STOP...

...WUNDAGORE MOUNTAIN!

CHAPTER THREE

VOICES FROM THE PAST

THERE IS AN *INTRUDER!*

PREPARE TO *ENGAGE AND RESTRAIN!*

"ENGAGE AND RESTRAIN"? GUESS I CAN'T EXPECT ANY OTHER KIND OF TREATMENT...

...FROM THE *KNIGHTS OF WUNDAGORE!*

NONE MUST STEAL THE MASTER'S WORK!

I'M NOT HERE TO STEAL ANYTHING!

AND I SURE AS HECK DON'T HAVE TIME TO WASTE *FIGHTING YOU!*

SO JUST TAKE ME TO THE *HEAD GUY.*

NOW!

THE KNIGHT'S ATOMIC STEED CARRIES US TO THE CITADEL IN A MATTER OF MINUTES, WHERE I RECEIVE A **LESS THAN CORDIAL** *GREETING...*

SPIDER-MAN!

WHY HAVE YOU INTRUDED UPON THE HOME OF THE *HIGH EVOLUTIONARY?*

I -- *THE WORLD* -- NEEDS YOUR HELP!

THERE'S A *LETHAL* VIRUS THAT'S INFECTING PEOPLE IN NEW YORK CITY. SCIENTISTS HAVEN'T BEEN ABLE TO FIND A CURE. BUT YOU --

I DO NOT CONCERN MYSELF WITH THE AFFAIRS OF HUMANITY. THE EVOLUTION OF MAN-KIND MUST FOLLOW *ITS NATURAL COURSE.*

THAT IS WHY I HAVE NOT INVOLVED MYSELF IN *ANY* OF THE NATURAL PLAGUES THAT HAVE BESIEGED MODERN MAN.

YEAH, WELL, THIS ONE *ISN'T* NATURAL.

IT WAS CREATED BY YOUR OLD FRIEND, MILES WARREN.

MILES WARREN WAS *NO FRIEND* OF MINE.

"HE WAS ONCE MY STUDENT, BUT WHEN HE BEGAN TO USE WHAT I TAUGHT HIM TO DEVELOP A CLONING PROCESS..."

"...I BANISHED HIM FROM WUNDAGORE."

ONCE I REALIZED THAT WARREN HAD GONE ON TO *SUCCESSFULLY CLONE HUMAN BEINGS* WITH THE KNOWLEDGE HE GAINED FROM ME...

?

FFFp

...I TOOK *CERTAIN MEASURES* TO ASSURE THAT THE WORLD WOULD NEVER BELIEVE THAT HE'D SUCCEEDED IN HIS CLONING EXPERIMENTS.

YEAH, I KNOW.

THE SCARLET SPIDER TOLD ME THAT YOU'D ALTERED WARREN'S JOURNAL TO MAKE ME BELIEVE THAT HE'D FAILED IN HIS ATTEMPTS TO CLONE ME AND GWEN STACY.*

YES. I DO NOT WISH THE WORLD TO KNOW OF ME *OR* MY WORK.

*WHICH HE LEARNED IN SCARLET SPIDER UNLIMITED #1. --Tom.

WARREN'S JOURNALS MADE IT CLEAR THAT HE BASED MUCH OF HIS WORK ON MY STUDIES AND TECHNOLOGY. I ALTERED HIS NOTES AND ENGINEERED THE CREATION OF A SECOND CARRION, POSSESSED OF FALSE MEMORIES, TO CONCEAL THE TRUTH.

IF WARREN DID BASE HIS WORK ON WHAT HE LEARNED FROM YOU...

...THEN YOU'RE AT LEAST ***PARTIALLY RESPONSIBLE*** FOR THE CREATION OF CARRION, AND EVERYTHING HE DOES! INCLUDING THIS VIRUS!

ENOUGH. I DO NOT WISH TO DISCUSS THIS ANY FURTHER WITH YOU.

FFFP

BEGONE.

YOU HAVE TO TAKE ***SOME OF THE RESPONSIBILITY*** FOR THIS!

YOU HAVE TO HELP US FIND A CURE!

GAH!

PETER! WHERE DID YOU COME FROM?

I WENT TO WUNDAGORE TO CONVINCE THE HIGH EVOLUTIONARY TO HELP US FIND A CURE FOR CARRION'S PLAGUE...

...BUT HE REFUSED TO HELP AND ***ZAPPED ME BACK HERE.***

IT'S ALL SO CONFUSING! IF HE REALLY DID ALTER WARREN'S JOURNAL AND THE MEMORIES OF THE SECOND CARRION...

...DOES THAT MEAN THE FIRST CARRION REALLY WAS A CLONE OF WARREN?

I REALLY DON'T KNOW WHAT TO BELIEVE ANY-MORE.

OF COURSE! WHY DIDN'T I THINK OF IT BEFORE? I'VE ***STILL GOT*** THAT JOURNAL!

IF IT WAS ALL BASED ON LIES, WHAT ARE YOU HOPING TO FIND IN IT?

THE HIGH EVOLUTIONARY DIDN'T WANT ANYONE TO KNOW ABOUT THE ***CLONING PROCESS***...

...BUT HE DIDN'T SAY ANYTHING ABOUT ALTERING ANY OF WARREN'S OTHER NOTES.

THIS IS WHAT I'M LOOKING FOR!

THESE ARE THE FORMULAE WARREN USED TO CREATE THE RED DUST -- THE POWDER THAT CARRIED THE ORIGINAL CARRION'S DEATH VIRUS...

...OF WHICH THIS ZOMBIE PLAGUE SEEMS TO BE AN OFFSHOOT.

S.H.I.E.L.D. MIGHT BE ABLE TO USE THESE NOTES TO DEVELOP AN ANTIDOTE!

WISH ME LUCK!

ALWAYS!

SINCE WHEN CAN PETER WALK THROUGH WALLS? NORMALLY HE JUST STICKS TO THEM.

I'VE GOT TO GET GOING. I DON'T KNOW HOW MUCH TIME THE PEOPLE WHO'VE BEEN INFECTED HAVE LEFT!

IT FEELS LIKE MY BODY IS BEING TORN APART BY A THOUSAND MEAT HOOKS.

THE GRID!

IT'S OVER-LOADING!

THERE'S SOMETHING WRONG. I FELT IT THE MOMENT I ACTIVATED THE WRISTBAND.

KRAKOOM

YOU'VE RUINED IT! ALL THAT WORK! THE ENCLAVE WILL NEVER PAY ME FOR IT NOW!

AND I WAS NEARLY KILLED.

THE WAY I SEE IT, WE BOTH KNEW THE RISKS.

DO WE HAVE ANYTHING TO **SHOW FOR IT?**

MAYBE.

*YOU'RE LISTENING TO **WRXW**, ALL NEWS, ALL THE TIME. IN NEW DEVELOPMENTS...*

...THE SUPER-VILLAIN KNOWN AS CARRION HAS TAKEN OVER THE OBSERVATION DECK OF THE EMPIRE STATE BUILDING...

HE'S THREATENING TO RELEASE HIS ZOMBIE VIRUS ON THE CITY UNLESS SPIDER-MAN MEETS HIM WITHIN THE NEXT HOUR...

HOW FAR ARE WE FROM THE EMPIRE STATE BUILDING?

ABOUT TWENTY BLOCKS...

YOU GET THIS OVER TO THE ***S.H.I.E.L.D.*** COMMAND POST. IT MIGHT HAVE INFORMATION THAT COULD LEAD TO A CURE FOR CARRION'S PLAGUE...

" ME, I'VE GOT TO GO STOP THIS CREEP."

YOU MUST KILL SPIDER-MAN, ALLEN.

KILL HIM, AND ALL MY SECRETS WILL BE YOURS.

KEEP YOUR EYES OPEN, MY ZOMBIES!

ALERT ME THE MOMENT SPIDER-MAN ARRIVES!

THE WEB-SLINGER'S DEATH IS THE ONLY THING THAT WILL SILENCE THE VOICE IN MY HEAD!

I CHECKED WITH THE POLICE BEFORE HEADING UP HERE. THEY'VE CLEARED THE TOP FLOORS OF THE BUILDING AND SEALED THEM OFF.

SPIDER-MAN IS HERE.

THEN GO! FLY OVER THE EDGE!

KILL SPIDER-MAN!

KILL SPIDER-MAN!

Uh-Oh --

INCOMING!

CARRION'S THREATENED TO TELL HIS ZOMBIES TO JUMP OVER THE RESTRAINING WALL IF S.H.I.E.L.D. TRIES TO USE THE GAS GRENADES THEY USED ON BROADWAY.

CARRION DOESN'T THINK ANYTHING OF USING HIS ZOMBIES AS CANNON FODDER. LUCKY FOR ME, THEY'RE PRETTY CLUMSY.

GOTCHA!

KILL SPIDER-MAN.

BUT THAT DOESN'T MEAN THEY AREN'T DANGEROUS!

KILL SPIDER-MAN.

KILL SPIDER-MAN.

KILL SPIDER-MAN.

KILL SPIDER-MAN.

KILL SPIDER-MAN.

KILL SPIDER-MAN.

I DON'T WANT TO HURT ANYONE...

KILL SPIDER-MAN.

KILL SPIDER-MAN.

KILL SPIDER-MAN.

KILL SPIDER-MAN.

KILL SPIDER-MAN.

KILL SPIDER-MAN.

...BUT I'VE GOT TO GET TO CARRION BEFORE HE INFECTS ANYONE ELSE!

KILL SPIDER-MAN.

KILL SPIDER-MAN.

KILL SPIDER-MAN.

KILL SPIDER-MAN.

KILL SPIDER-MAN.

KILL SPIDER-MAN.

KILL SPIDER-MAN.

KILL SPIDER-MAN.

I'D BETTER PIN THESE PEOPLE DOWN BEFORE THEY HURT THEMSELVES...

...OR ME!

NOW, WHERE IS CARRION HIDING?

I ENTER THE GIFT SHOP AND GET GREETED BY GUNFIRE.

KILL SPIDER-MAN!

BLAM

IF IT'S ALL THE SAME TO YOU...

KILL --

THWIPP

...I'D RATHER YOU DIDN'T!

WELL, THIS SCREAMS "TRAP". I WONDER WHAT HE'S GOT IN STORE FOR ME...

FIND ME IF YOU CAN

HE SHOULD BE HERE ANY SECOND...

KILL HIM. KILL HIM QUICKLY WHEN HE ARRIVES!

NO. I HAVE A BETTER IDEA.

I'LL DO SOMETHING NO OTHER CARRION COULD DO! I'LL TURN SPIDER-MAN INTO MY UNWITTING DUPE!

NO! YOU MUST KILL SPIDER-MAN!

YOU MUST AVENGE THE DEATH OF GWEN STACY!

THIS IS MY BODY. I'M GOING TO DO THINGS MY WAY...

...AND YOU CAN'T STOP ME!

DON'T COUNT ON THAT...

Pssst! HEY, GRUESOME!

?!

YOU *ARE* NEW AT THIS, AREN'T YOU?

DIDN'T EVEN THINK TO LOOK UP AT THE AIR VENTS!

KTHUD

WHOOSH

I MAY BE NEW AT THIS, BUT I CAN STILL HURT YOU!

NOT IF I DON'T GIVE YOU THE CHANCE!

POK

ENOUGH!

THAT VOICE!

33

YES, SPIDER-MAN. IT'S ME -- **MILES WARREN!** THE ONE, TRUE CARRION. THIS BODY IS **MINE** NOW.

YOU SEE, THE FIRST CARRION YOU FACED **WAS** A CLONE OF ME, CREATED TO BECOME A LIVING CORPSE AND INCUBATE FOR FIVE YEARS...

...SO THAT ITS CELLS WOULD CARRY WITHIN THEM THE VIRUS I INTENDED TO USE TO DESTROY MANKIND.

BUT THAT CLONE WAS RELEASED **TOO SOON**, AND YOU DESTROYED IT -- JUST AS YOU KILLED GWEN STACY!

NOW... IT IS **MY** TURN TO KILL **YOU!**

IN **MAXIMUM CLONAGE** – Tom.

STILL HUNG UP ON GWEN, WARREN? SOME THINGS NEVER CHANGE!

MY HANDS!

YOUR DEATH TOUCH IS USELESS WITH YOUR HANDS COVERED!

Uh-Oh! MAYBE THE FLYING TACKLE WASN'T SUCH A GOOD IDEA!

I TOLD YOU I HAD EVERYTHING UNDER CONTROL, WARREN!

YOU WERE PLAYING GAMES, ALLEN!

SPIDER-MAN HAS TO BE DESTROYED!

AND YOU RISKED MY LIFE TO KILL HIM!

MAN, THIS GETS WEIRDER BY THE MINUTE! IT SOUNDS LIKE BOTH MILES WARREN AND WILLIAM ALLEN ARE FIGHTING OVER CARRION'S BODY!

AND THAT MAY GET US ALL KILLED...

...IF I DON'T DO SOMETHING FAST!

HE'S TOO DISTRACTED TO LEVITATE!

GOTCHA!

THWIPP

THWIP

I SHOULD NEVER HAVE LET MY GUARD DOWN!

I SHOULDN'T HAVE LET YOU INVADE MY BODY!

WITHOUT ME, YOU WOULD HAVE NONE OF THIS POWER!

BETTER KEEP HIM SPINNING. I DON'T WANT HIM TO REGAIN HIS SENSES AND TELEPORT AWAY BEFORE I CAN GET HIM TO TELL ME HOW TO CURE HIS ZOMBIES!

THIS BODY IS MINE! I WON'T LET YOU CONTROL IT!

Dr. ALLEN, I PRESUME?

TELL ME, CHUCKLES...

...HOW DO WE CURE THE PEOPLE YOU'VE INFECTED?

THERE IS NO CURE. ONCE I HAVE THEM --

-- THEY ARE MINE UNTIL THEY DIE!

THAT'S WHAT YOU THINK!

POW

I COULDN'T RISK LETTING HIM TELEPORT AWAY, SO I KNOCKED HIM OUT.

I HAD NO IDEA THAT HIS BODY WAS SO FRAGILE THAT I'D KNOCK HIS TEETH OUT.

GROSS.

I BUNDLE HIM UP AND CARRY HIM ACROSS TOWN TO THE NEW YORK COLISEUM...

...IN HOPES THAT, BY EXAMINING HIM, S.H.I.E.L.D. MIGHT BE ABLE TO COME UP WITH AN ANTIDOTE.

NOT TO MENTION FIND A WAY TO HOLD HIM UNTIL HE CAN STAND TRIAL FOR HIS CRIMES.

GOOD WORK, WEB-SLINGER. S.H.I.E.L.D.'S SCIENCE BOYS WILL TAKE IT FROM HERE!

WE CAN ONLY HOPE THAT THE PROCESS THAT RESTORED MALCOLM McBRIDE CAN BE USED TO CURE Dr. ALLEN.

SEEMS THAT ALLEN WAS EXPOSED TO SOME KIND OF VARIANT OF THE CARRION VIRUS THAT WAS INSIDE THE JACKAL'S BODY.

IT MUST'VE BEEN A VACCINE, TO PROTECT THE JACKAL FROM THE VIRUS HE PLANNED TO USE TO WIPE OUT HUMANITY!

WHAT ABOUT THE PEOPLE HE INFECTED WITH THE ZOMBIE PLAGUE?

THEY'RE ALREADY RETURNING TO NORMAL, THANKS TO THE JOURNAL YOU HAD THE TINKERER BRING US --

-- AND THE ASSISTANCE OF ***Dr. WYNDHAM*** HERE, FROM THE CENTER FOR DISEASE CONTROL.

THE JOURNAL WAS MOST ILLUMINATING, AND WHEN COMBINED WITH THE CLUE THAT ALLEN PROVIDED...

ACES AND EIGHTS -- THE CARDS WILD BILL HICKOCK WAS HOLDING WHEN HE WAS SHOT IN THE BACK --

-- THE ***DEAD MAN'S HAND!***

ALLEN WAS REFERRING TO A RADICAL MUTATION IN THE FIRST AND EIGHTH CHROMOSOMES OF THE HUMAN GENOME. THAT TOLD US WHERE TO LOOK FOR THE KEY TO CURING THE ZOMBIE PLAGUE.

THOSE MUTATIONS ACCOUNT FOR THE CHANGE OF CARRION'S POWERS AND HIS INCOMPLETE MEMORIES OF MILES WARREN'S LIFE.

IT ALSO EXPLAINS WHY THE NEW CARRION ***DID NOT KNOW*** THAT YOU ARE PETER PARKER.

WHAT?!

FEAR NOT, SPIDER-MAN. I'VE TAKEN PRECAUTIONS TO KEEP YOUR FRIENDS HERE FROM OVERHEARING OUR CONVERSATION...

THE HIGH EVOLUTIONARY!

BUT I THOUGHT YOU SAID THAT THE AFFAIRS OF NORMAL MEN AND WOMEN WERE OF NO CONCERN TO YOU.

ORDINARILY, THEY ARE NOT...

...BUT YOU WERE RIGHT IN ONE THING --

AS MILES DID USE KNOWLEDGE TAKEN FROM ME TO CREATE THE CARRION VIRUS, I DO BEAR SOME OF THE RESPONSIBILITY FOR RIGHTING THIS WRONG.

WHAT ABOUT CARRION -- *Dr. ALLEN* -- HIMSELF?

HIS GENETIC STRUCTURE DIFFERS ***SIGNIFICANTLY*** FROM MALCOLM McBRIDE'S. HIS PERSONALITY IS ALSO FAR STRONGER. THAT IS WHY WARREN'S GENETIC PROGRAMMING WAS NOT ABLE TO CONTROL HIM COMPLETELY.

HERE IS WARREN'S JOURNAL. I HAVE EXPUNGED FROM ITS PAGES ALL FORMULAE WHICH MIGHT PROVE TOO DANGEROUS -- OR TOO TEMPTING -- FOR S.H.I.E.L.D. TO HAVE...

...ALTHOUGH I HAVE LEFT JUST ENOUGH INFORMATION TO PERHAPS DEVELOP A CURE FOR CARRION HIMSELF!

FFP

?!

HEY! WHERE DID DOC WYNDHAM DISAPPEAR TO?

Uh -- HE HAD ANOTHER CALL...

TOO BAD. I WANTED TA THANK HIM FOR HIS HELP.

ME TOO, DUGAN. *ME TOO!*

END?

SPIDER-MAN: REVELATIONS TPB COVER BY JOHN ROMITA JR., SCOTT HANNA & LIQUID!

CLONE CONFIDENTIAL

We thought it would be nice to give each of the Spider-Man writers the chance to sound off in a personal way, giving their thoughts on the long-running Clone storyline. So, without further ado, the Gang of Four says their piece...

A funny thing about the Clone Saga—everybody has an opinion about it. Whether they read it or not.

Me, I always preferred to let the work speak for itself. A good story bores into your mind like a rusty nail, stabbing through your emotions, and infecting your mind with troublesome thoughts.

You alone can judge which stories haunt your dreams and which are cast aside.

However, I would like to share an incident with you...

I happened to attend a comic convention about the time the Clone Saga was wrapping up. I reported to the registration desk, and gave my name. The man behind the desk immediately recognized it and identified me as one of the spider-clone writers. He happened to like the story, and was very complimentary. One of his coworkers overheard him, and immediately felt compelled to give his opinions on the saga. (Not so complimentary!)

In the time it took someone to type my name on a guest badge, a lively discussion about the saga was in full swing. Everyone behind the table was hotly debating the story's merits and faults, and so were most of the pros standing behind me.

And from the comments I heard—not all flattering, mind you—most of these people had actually read the darn thing.

What does it all mean?

You tell me!

Thanks for being there

—Tom DeFalco

When we first came up with the Clone Saga it was meant to stir things up in the Spider-Man corner of the Marvel Universe. I believe—whether you loved it or hated it — we succeeded in accomplishing our goal.

Marc, Tommy D., Terry, Danny, Eric, Todd, Glenn, Ralph, Tom Lyle, J.R. and Bob H.—I would work with these guys any day of the week in any year.

— Howard DeMackie
(tired of being the only different one.)

Whatever one's opinion of the so-called Clone Saga (and mine is that it would have been a classic had the creators been allowed to follow their original vision through to the end), my fondest memories of working on those issues are not of the stories themselves… but of the creation of those stories.

Every few weeks, the then-Spider-Writers (myself, Howard Mackie, Terry Kavanagh, Tom DeFalco) would gather in a Marvel conference room with former Spider-Chief Danny Fingeroth and his editorial crew to plot out the upcoming issues. I have never, in all my years in the business, had as much fun as I did at those gatherings. We were a group of creators low on ego and high on mutual respect, and the relaxed atmosphere Danny established at those meetings allowed us to be as wondrously brilliant—and as appallingly stupid—as we dared. We weren't just co-workers, we were friends.

The "Clone Saga" provided a framework that allowed me to tell some tales I'm extremely proud of—the death of Aunt May in Amazing Spider-Man and the Lost Years mini-series, to name two—but comic books come and go… and the friendships cemented at those meetings will last a lifetime.

—J.M. DeMatteis

I was the new guy…

I came in somewhere around the middle of the first reel… suddenly a passenger on a Runaway Train called the Clone Saga. My traveling companions, Tom DeFalco, Marc DeMatteis, Howard Mackie (and, later, Dan Jurgens), were all people whom I'd admired in the past—whose work I enjoyed. But I was the new kid, and so, was the least vocal when we realized the train was being driven by indecision and sales figures.

Soon, however, we got a new Engineer (Thanks, Ralph!), who set us free and trusted us enough to let us try to make sense out of what had been forced on us, several months before. For us, it was choosing the lesser of about 42 different evils, but I think we did okay. I'm proud of Revelations, the four issues you now hold in your hands, and honored to have worked with everyone involved. Believe me when I say that it was truly a labor of love.

Several months before we wrote this, I woke in the middle of the night, struck with a sense of dread, a feeling that someone I knew, someone I loved, was in danger—was going to die. It took a few months to realize that it was Ben…

…I still miss him.

— Todd Dezago

THE CATACLYSMIC CONCLUSION OF THE CLONE SAGA!

Peter and Ben grow ever closer to unraveling the twisted conspiracy that has manipulated them both for years, but the identity of the shadowy madman pulling their strings will shock both Spider-Men to the core — and one will not survive! As Mary Jane goes into labor and a vengeful villain makes his return, lies are exposed, truths are revealed and heroes are sacrificed! Plus: Take a peek behind the curtain at what could have been as Marvel's staffers explore alternate endings to the Clone Saga! And whatever happened to Carrion?

Collecting *Amazing Spider-Man (1963) #417-418, Sensational Spider-Man (1996) #11, Spectacular Spider-Man (1976) #240-241, Spider-Man (1990) #73-75, Spider-Man Team-Up #5, Spider-Man Unlimited (1993) #14, Spider-Man: Revelations, Spider-Man: The Osborn Journal, Spider-Man: 101 Ways to End the Clone Saga* and *Spider-Man: Dead Man's Hand* — written by Tom DeFalco, Todd Dezago, J.M. DeMatteis, Howard Mackie, Darick Robertson, Steve Gerber, Glenn Herdling, Glenn Greenberg, Mark Bernardo, Joe Edkin and Roger Stern; and illustrated by Ron Garney, Steve Skroce, Mike Wieringo, Luke Ross, John Romita Jr., Darick Robertson, James Fry, Joe Bennett, Kyle Hotz, Ben Herrera and Dan Lawlis.